

State of Idaho

Department of State

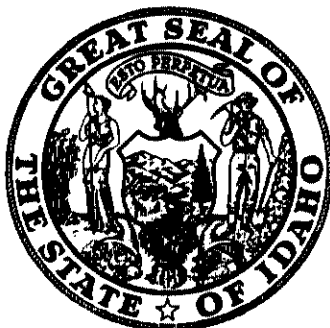
CERTIFICATE OF INCORPORATION OF

THE IDAHO AUDUBON COUNCIL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of THE IDAHO AUDUBON COUNCIL, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 22, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Flint*

ARTICLES OF INCORPORATION

THE IDAHO AUDUBON COUNCIL, INC.

SEP 22 2 54 PM '92
STATE
SECRETARY

the undersigned, hereby associate ourselves together to form a non-profit corporation for educational, scientific, and charitable purposes in accordance with the laws of the State of Idaho.

I. NAME OF CORPORATION: The Idaho Audubon Council, Inc.

II. DURATION: Perpetual.

III. PURPOSE: The purpose of the Corporation shall be as follows:

To engage in any such educational, scientific, literary, and charitable pursuits as may be part of the stated purposes of the National Audubon Society.

To continually explore areas in which member chapters of the National Audubon Society in Idaho can cooperate in furthering the interests of the National Audubon Society within the State of Idaho.

To facilitate action among the member chapters of the National Audubon Society in Idaho on identified areas of cooperation.

To speak and act on behalf of the member chapters and the membership of the National Audubon Society in Idaho.

To be a non-profit corporation organized under the Idaho Non-Profit Corporation Act.

To be organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

To engage, to the extent not inconsistent with the purposes set forth above, in other activities not prohibited by law.

IV. LIMITATIONS:

Section 1. No part of the net earnings or benefits of this Corporation shall adhere, or be distributable to, its directors, trustees, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III of these Articles.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

V. ADDRESS OF INITIAL REGISTERED OFFICE: 735 Kirby Street
Boise, Idaho 83705

VI. INITIAL REGISTERED AGENT: Carol M. Mabe

VII. NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Bert Cleaveland	411 W. Melrose, Boise, ID 83706
David B. Siebanthaler	P.O. Box 1514, Bonners Ferry, ID 83805
Charles H. Trost, Ph.D.	225 N. Lincoln, Pocatello, ID 83204

VIII. NAMES AND ADDRESSES OF THE INCORPORATORS:

Carol M. Mabe	735 Kirby St., Boise ID 83705
David B. Siebanthaler	P.O. Box 1514, Bonners Ferry, ID 83805
Charles H. Trost, Ph.D.	225 N. Lincoln, Pocatello, ID 83204

IX. BOARD OF DIRECTORS: The initial number of members of the Board of Directors shall be sixteen (16). There shall be two Directors chosen by each of the currently constituted Audubon chapters in the State of Idaho.

X. MEMBERSHIP: There shall be no class of voting membership in the Corporation. The Directors, as representatives of those chapters of the National Audubon Society in Idaho, will act on behalf of the members of the National Audubon Society in Idaho.

XI. DISSOLUTION: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the

payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such manner or to such organization or organizations organized or exclusively operated for charitable, scientific, and educational purposes as shall at the time qualify as an exempt organization for organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be given directly to the National Audubon Society, 950 Third Avenue, New York, New York 10022, or any successor organization, provided said organization has and retains its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the State District Court of the County in which the principal office of the Corporation has been located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XII. RIGHTS AND PRIVILEGES: The rights and privileges afforded to the National Audubon members in Idaho in the governance and activities of the Corporation shall not be subject to any discrimination based upon sex, race, creed, religion, color, or national origin.

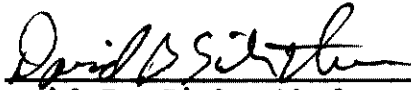
XIII. WAIVER OF NOTICE: Whenever any notice is required to be given to any director of the Corporation under the provisions of Idaho law or under provisions of the Articles of Incorporation, or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

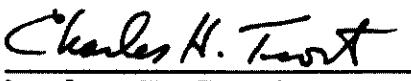
XIV. ACTION BY CONSENT: Any action required by Idaho Law to be taken at a meeting of the Directors of the Corporation, or any action which may be taken at such meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect

to the subject matter thereof. Such consent shall have the same force and effect a unanimous vote, and may be stated as such in any articles or documents filed with the Secretary of State.

Concluding these Articles, we do hereby subscribe our names on

this 22nd day of September, 1992.


David B. Siebanthaler


Charles H. Trost


Carol M. Mabe