

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

THE PRIEST LAKE COALITION, INC.

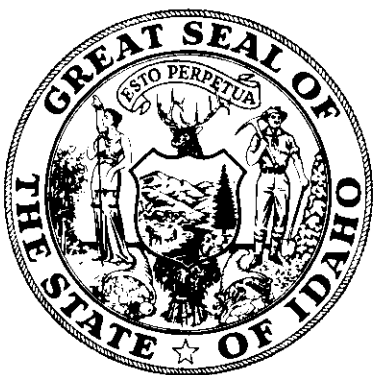
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

THE PRIEST LAKE COALITION, INC.

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated March 5, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

MAR 5 8 43 AM '86
SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE PRIEST LAKE COALITION, INC.

The Articles of Incorporation originally filed with the Secretary of State of the State of Idaho on December 27, 1983, were amended at a joint meeting of the Board of Directors and of the members held at Coeur d'Alene, Idaho, on January 28, 1986. A quorum of the directors and of the members was present. The resolution amending the Articles was passed by unanimous vote of all of the members and all of the directors present.

Article IV and Article VI were amended. Articles VII and IX of the original Articles were repealed. New Articles VII, IX and X were added. The Amended and Restated Articles of Incorporation are as follows:

ARTICLE I.

The name of this corporation is The Priest Lake Coalition, Inc.

ARTICLE II.

This is a non-profit corporation.

ARTICLE III.

This corporation shall have perpetual duration.

ARTICLE IV.

The purposes and objects for which this corporation is formed are the following:

1. To take all necessary actions to:

a. Protect for the outdoor recreational enjoyment by the general public all Idaho State lands, including endowment lands, in the Priest Lake drainage area.

b. Preserve the ecological, environmental and public use values of such lands by opposing their exchange, lease or sale to commercial enterprises, except small-scale facilities for public convenience.

c. Promote the acquisition by the State of Idaho of all lands on and adjacent to Priest Lake now owned by Diamond International or any successor through the exchange of State lands elsewhere in Idaho so as to:

(i) Facilitate enhanced profitability for both the State of Idaho and Diamond International or any successor through better timber management if the land holdings are consolidated.

(ii) Enlarge Idaho's park system and public recreational lands to better satisfy growing public demand and to provide for future demand.

2. To take whatever action is necessary through State administrative agencies and the courts to protect and preserve in perpetuity lands in the Priest Lake drainage area for the recreational enjoyment of the general public.

ARTICLE V.

The corporation shall have the following powers:

1. To sue and be sued before competent tribunals at the will of the directors or membership.

2. To own, buy, sell, lease, assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interests of the corporation.

ARTICLE VI.

The number of directors of this corporation shall be not less than three nor more than twelve. The names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are as follows. These persons also constitute all who have a current membership in good standing.

<u>NAME</u>	<u>ADDRESS</u>
Harry Batey	P. O. Box 464, Nordman, ID 83848
Jules C. Gindraux	P. O. Box 186, Coolin, ID 83821
Art Manley	1034 N. 3rd St., Coeur d'Alene, ID 83814
Dean Stevens	P. O. Box 1527, Priest River, ID 83856

Rodney E. Hoover	S. 5612 Mohawk Dr., Spokane, WA 99206
Randall McNeice	S. 5811 Mohawk Dr., Spokane, WA 99206
John Crane	P. O. Box 2089 CS, Pullman WA 99163
Claude Simpson	Beaver Creek, Nordman, ID 83848
Chris Kopczynski	E. 1204 15th Street, Spokane, WA 99203
Michelle Britton	P. O. Box 1029, Sandpoint, ID 83864

ARTICLE VII.

This shall be a membership corporation. The Directors shall be elected by the members in accordance with the By-Laws based upon their dedication to the principles from which arise the Coalition's purposes and objectives and for their individual expertise. The Coalition shall undertake to represent all like-minded property owners and users of the waters and land of Priest Lake.

ARTICLE VIII.

The location and address of the office of the corporation is Sherwood Drive, P. O. Box 186, Coolin, Idaho 83821. The name of the registered agent at such location is Jules C. Gindraux.

ARTICLE IX.

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954.

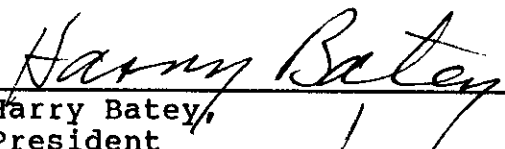
ARTICLE X.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IX hereof. 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 or intervene in any political campaign on behalf of any

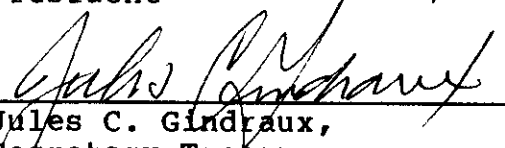
candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954.

ARTICLE XL

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then 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.



Harry Batey,
President



Jules C. Gindraux,
Secretary-Treasurer

STATE OF IDAHO)
 ss:
County of Bonner)

JULES C. GINDRAUX, being first duly sworn, on oath deposes and states:

That he is the secretary-treasurer of The Priest Lake Coalition, Inc.; that he has read the above Restated Articles of Incorporation; that the same were adopted by joint resolution of the Board of Directors and of the members on January 28, 1986.

Jules C. Gindraux
Jules C. Gindraux

SUBSCRIBED AND SWORN to before me this 1st day of March, 1986.

Claude E. Cary
Notary Public for Idaho
Residing at *Nordman*

STATE OF IDAHO)
 ss:
County of Bonner)

I, *Claude E. Cary*, a notary public, do hereby certify that on this *1st* day of March, 1986, personally appeared before me JULES C. GINDRAUX who, being by me first duly sworn, declared that he is the Secretary-Treasurer of The Priest Lake Coalition, Inc; that he signed the foregoing document as Secretary-Treasurer of the corporation, and that the statements therein contained are true.

Claude E. Cary
Notary Public for Idaho
Residing at *Nordman*