

ARTICLES OF INCORPORATION
OF
FRIENDS OF KOOTENAI NATIONAL WILDLIFE
REFUGE, INC.

The following Articles of Incorporation are hereby adopted pursuant to the Idaho Non-Profit Corporation Act.

ARTICLE I.

The name of this corporation is **FRIENDS OF KOOTENAI NATIONAL WILDLIFE REFUGE, INC.**

ARTICLE II.

This is a non-profit corporation with members.

ARTICLE III.

This corporation shall have perpetual duration.

ARTICLE IV

This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. These purposes include the following:

1. To support the primary purposes for which the Kootenai National Wildlife Refuge was established.

FILED EFFECTIVE

2005 AUG - 8 AM 10:19
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
08/09/2005 05:00
CK: MO CK# CT: 191156 DH: 905109
1 @ 30.00 = 30.00 INC NONP.# 2

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2. To promote the Kootenai National Wildlife Refuge and its use for recreational, educational, and scientific purposes which are compatible with the purposes and goals of the Refuge.

3. To undertake and conduct any other community non-profit activity for the benefit of the refuge.

ARTICLE V.

The names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are as follows:

NAME and ADDRESS

Sandra "Sam" Wallace
HCR 85 Box 49A1
Bonners Ferry, Idaho 83805

Donna Kent
6911 Fresno Street
Bonners Ferry, Idaho 83805

Ray Walsh
1205 Wooded Acres
Sagle, Idaho 83860

Doreen Beck
HCR 85 Box 227
Bonners Ferry, Idaho 83805

Sara Gunnyon
6614 Monroe Street
Bonners Ferry, Idaho 83805

ARTICLE VI.

The street address of the initial registered office and the initial registered agent is:

Ray Walsh
1205 Wooded Acres
Sagle, Idaho 83860

Ray Walsh is also the incorporator of Friends of Kootenai National Wildlife Refuge, Inc.

ARTICLE VII.

This is a membership corporation and the management of its affairs is vested in the members as provided by Idaho Code §§30-3-11 and 3-3-17. The membership fees and conditions shall be established by the By-Laws.

ARTICLE VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall have the power to make reimbursement for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

ARTICLE IX.

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, educational, religious or scientific purposes as shall at that 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.

ARTICLE X.

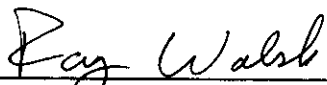
The corporation shall have the following powers:

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.

3. To establish bank accounts, charge dues and fees, solicit money, engage in non-profit enterprises, raise money, hire and fire employees, make loans, acquire loans, and engage in any enterprises connected to the purpose herein established in any lawful way, so long as the same are of a non-profit nature.

4. To join or merge with any other group, firm association or corporation, non-profit in nature, whose purposes are not in conflict with those herein stated.

Dated this 3rd day of August, 2005.

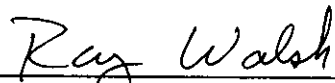


Ray Walsh

STATE OF IDAHO)
 ss:
County of Kootenai)

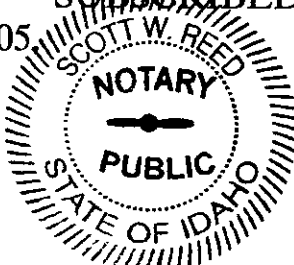
Ray Walsh, being first duly sworn, on oath deposes and states:

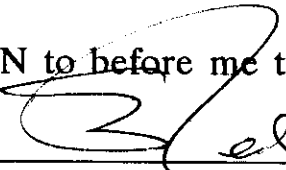
I have read the foregoing and the same is true and correct to the best of my knowledge and belief.



Ray Walsh

SUBSCRIBED AND SWORN to before me this 3rd day of August,
2005





Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires: 7/31/2009