

FILED/EFFECTIVE

ARTICLES OF INCORPORATION  
OF  
SMOLT Incorporated

DEC 3 10 59 AM '01

SECRETARY OF STATE

The undersigned, a majority of whom are citizens of the United States desiring to form a Non Profit Corporation under the Idaho Non Profit Corporation Act, do hereby certify:

I.

The name of the Corporation shall be SMOLT INCORPORATED

II.

The purpose for which the corporation is organized is exclusively for charitable, educational, and scientific purposes. The objectives are as follows:

- A. to enhance the salmon population in the Columbia River Basin;
- B. to promote and facilitate communication and coordination between existing organizations that function to improve salmon populations;
- C. to research and promote salmon recovery methods and efforts

The corporation shall have general powers to do all acts as are necessary or convenient to achieve the purposes and objectives for which it is formed as set forth in these Articles of Incorporation to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by these Articles of Incorporation, and without limiting the nature of the general powers of the corporation it shall have full powers and authority to act as follows:

IDAHO SECRETARY OF STATE  
12/03/2001 05:00  
CK: 6872 CT: 154165 BH: 432361  
1 @ 30.00 = 30.00 INC NONP # 2

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A. to buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessors, mortgage, deed in trust, pledge; encumber, transfer upon trust, or otherwise dispose of any and all kinds of property, whether real, personal or mixed, and including shares of stock, bonds or securities of other corporations, and wherever situated;

B. to receive property by devise or bequest, subject to the laws regulating the transfer of property by testamentary disposition; to act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust;

C. to borrow money and to contract debts; to Issue bonds, notes and other evidences of indebtedness, and to secure the same by any or all of the property of this corporation, or to issue the same unsecured; to enter into, make, perform and carry out partnerships, joint ventures, and contracts of every kind for any lawful purpose and without limit as to amount with any person, firm or corporation;

D. to enter into, make, perform and carry out partnerships, joint ventures, and contracts of every kind for any lawful purpose and without limit as to amount with any person, firm or corporation;

E. to accept financial aid from public and private sources and collect membership fees, and to provide financial assistance;

F. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the principal purposes of this corporation.

G. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public offices.

In pursuance of the above mentioned purpose, the Corporation shall have all the general and emergency powers specified in the Idaho Non Profit Corporation Act that are not inconsistent with any limitations imposed by section 501(c)(3) of the Internal Revenue Code.

### III.

The address in this state where the principal office of the Corporation is to be located is 825 E. State, Boise, ID 83712. The initial registered agent of the Corporation at that office is Cynthia L. Gardner.

### IV.

The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Name	Address
Cynthia L. Gardner	825 E. State St., Boise, ID 83712
Tori Doell	6376 S. Lodgepole Pl., Boise, ID 83716
Dean Jones	4873 N. Contour Wy., Boise, ID 83703

### V.

The name and address of the incorporator of the Corporation is:

Name	Address
Cynthia L. Gardner	825 E. State St., Boise, ID 83712

VI.

The mailing address of the corporation shall be:

c/o Cindy Gardner 825 E. State Street Boise, Idaho 83712

VII.

In no event shall any income or assets of the corporation be distributed to or inure to the benefit of any member, director or officer hereof, either directly or indirectly, other than as bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officers in order to accomplish and achieve the purposes and objectives of the corporation.

VIII.

The corporation shall have perpetual existence.

IX.

The corporation has no voting members.

X.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the court in which the principal office of the Corporation is then located, exclusively

