

**AMENDED
ARTICLES OF INCORPORATION
OF
CARRIBOO CONSERVANCY, INC.**

FILED EFFECTIVE
2006 DEC -8 AM 8:42
SECRETARY OF STATE
SALT LAKE CITY

The undersigned Board of Directors of CARRIBOO CONSERVANCY, INC., an Idaho nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), hereby adopts the following Amended Articles of Incorporation pursuant to Idaho Code §30-1-1002.

Article I. Name

The name of the Corporation is CARRIBOO CONSERVANCY, INC.

Article II. Nonprofit Status

The Corporation is a nonprofit corporation.

Article III. Period of Duration

The period of duration of the Corporation is perpetual.

Article IV. Registered Office and Agent

The location of the Corporation is in the City of Pocatello, County of Bannock, and in the State of Idaho. The address of the initial registered office is 201 E. Center, Pocatello, Idaho 83204, and the name of the initial registered agent at this address is Randall C. Budge.

Article V. Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To restore, preserve and conserve natural habitat for wildlife, fish and recreational activities along the Portneuf River and its tributary streams, springs and wetlands.
- B. To restore, preserve and conserve natural areas and ecologically significant land along the Portneuf River and its tributaries for aesthetic, scientific, charitable and educational purposes.
- C. To restore, preserve and improve water quality along the Portneuf River and its tributary streams, springs and wetlands.
- D. To conserve and protect agricultural land and open space uses to maintain historic agricultural values and productivity of farmland in a manner consistent with the above-described

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purposes.

E. For charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

F. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money and property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI. Limitation

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII. Members

The Corporation may have no members, or may have one or more classes of members as determined by the Board of Directors. Members shall have such qualifications and rights as are provided in the By Laws that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation.

Membership dues may be charged to all members or classes of membership in equal amounts

or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article VIII. Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's By Laws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the (members or existing Directors) of the Corporation in the manner and for the term provided in the By Laws of the Corporation.

The names and street addresses of the persons constituting the present Board of Directors are:

Names:

Addresses:

Bud Smalley

5170 Leonard Road
Pocatello, Idaho 83204

David Capell

1639 Syringa Street
Pocatello, Idaho 83201

Alan Tetz

29 Colgate Street
Pocatello, Idaho 83201

Ellis Gilbert

2777 E. Hawkins Road
Downey, Idaho 83234

Article IX. Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to

such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article X. Incorporators

The names and street addresses of the incorporators are:

Randall C. Budge
201 E. Center Street
Pocatello, Idaho 83201

Article XI. By Laws


Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By Laws.

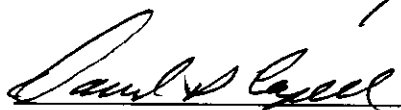
The Board of Directors of the Corporation shall be authorized to amend the Corporation's By Laws at a properly noticed special or regular meeting of the Board of Directors.

Adoption

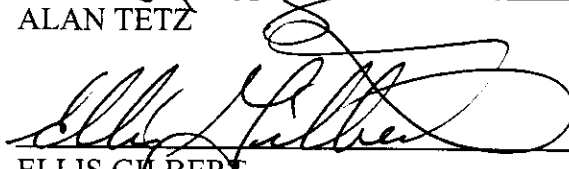
The foregoing Amended Articles of Incorporation of Carriboo Conservancy, Inc., are adopted by unanimous vote of the undersigned Board of Directors at a special meeting this date.

DATED this 4th day of DECEMBER, 2006.


BUD SMALLEY


DAVID CAPELL


ALAN TETZ


ELLIS GILBERT