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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
STATE OF IDAHO

OF

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bluefish.org, inc.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as an incorporator under the provisions of the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation.

I. NAME.

The name of this Corporation is **bluefish.org, inc.**

II. PERIOD OF DURATION.

The duration of this Corporation is to be perpetual.

III. NONPROFIT CORPORATION.

This Corporation is a nonprofit corporation and is not organized for the pecuniary benefit of any of its members, officers or directors. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of its members, officers or directors, except to the extent permitted under the Idaho Nonprofit Corporation Act.

IV. PURPOSES AND POWERS.

A. Purposes. The purposes for which this Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter, and in this regard, to organize, operate and maintain an educational entity to promote awareness of the issue of mass extinction of species, specifically, the endangered Salmon and Steelhead of the Columbia River Basin.

B. Powers. This Corporation shall have all the powers, either directly or indirectly, to do any and all lawful acts and to engage in any and all lawful ~~activities outside~~ ^{activities of any nature} ~~activities outside~~ ^{activities of any nature} may be necessary, desirable or proper for the furtherance and accomplishment ^{of any and all} ~~of any and all~~ ^{of any and all} the purposes for which the Corporation is organized. Notwithstanding ~~anything to the contrary~~ ^{any and all} the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of

organization set forth in Section 501(c)(3) of the Internal Revenue Code, now in effect or as may be amended hereafter.

V. MEMBERSHIP. The Corporation shall not have members.

VI. REGISTERED OFFICE AND REGISTERED AGENT.

The physical address and post office box of the registered office of this corporation are 410 Second Avenue South, Ketchum, Idaho 83340 and Post Office Box 504, Ketchum, Idaho 83340. The name of the initial registered agent of this corporation at that address is Scott William Levy.

VII. DIRECTORS.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of three (3) members. The name and address of the persons who are to serve as directors until successors are elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT WILLIAM LEVY	P.O. Box 504, Ketchum, Idaho 83340
JAMES P. KJELLAND	P.O. Box 3906, Ketchum, Idaho 83340
KRISTIN JENSEN	P.O. Box 2765, Ketchum, Idaho 83340

VIII. INCORPORATOR.

The name and address of the incorporator of this Corporation is Scott William Levy, Post Office Box 504, Ketchum, Idaho 83340.

IX. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. Meetings of Directors. Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the

Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

C. Compensation of Directors. The Board of Directors shall have not receive compensation for their services as directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

D. Contracts in which Directors Have an Interest. The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

E. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

X. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than two thirds of the Board of Directors entitled to vote in a meeting of Directors called for such purpose as prescribed by law.

XI. PROHIBITED ACTIVITIES.

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

XII. DISTRIBUTION ON DISSOLUTION.

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members, directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Idaho Nonprofit Corporation Act, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code, as amended.

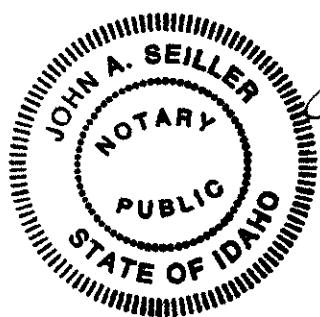
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 11 day of MARCH, 1999.

By: Scott William Levy
Its: Incorporator

STATE OF IDAHO)
ss.
County of Blaine)

On this 11th day of March, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Scott William Levy, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto affixed my official seal the day and year in this certificate first above written.



John A. Seiller
Notary Public for Idaho
Residing in the City of Hailey
Commission expires June 2003