

State of Idaho

Department of State

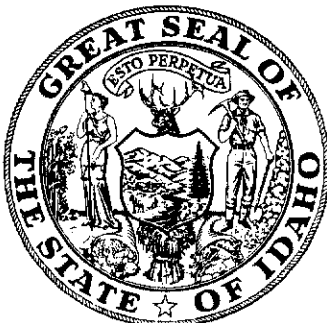
CERTIFICATE OF INCORPORATION OF

SOUTHERN IDAHO LAND TRUST, INC.
File number C 115937

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of SOUTHERN IDAHO LAND TRUST, INC. duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

OF

SOUTHERN IDAHO LAND TRUST, INC.

(A Non-Profit Corporation)

AUG 1 9 44 AM '96
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, **Judy Brossy, Mike Pepper, Kevin Dane and Dennis Maughan**, residents of the State of Idaho and citizens of the United States and natural persons of age, have this day voluntarily associated ourselves for the purpose of forming a nonprofit, non-stock corporation under the laws of the State of Idaho, and we do hereby certify and state:

I.

The name of the corporation shall be the **SOUTHERN IDAHO LAND TRUST, INC.** formed and organized under provisions of Chapter 3, Title 30, Idaho Code.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location and post office address of the initial registered office of this corporation is: **c/o, Box 7, 1303 Addison Ave. East, Attn: Kevin Dane, Twin Falls, Idaho 83301**, and the registered agent at such address is **Kevin Dane**.

IV.

The nature of the business and the objects and purposes of this corporation shall be as follows:

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a. The corporation is organized to provide property owners opportunities for the donation, easement, or transfer of land for the public benefit. Southern Idaho Land Trust, Inc. will promote for the benefit of the general public the preservation, conservation and improvement of natural resources principally in Southern Idaho. These resources shall include land and water resources, the plant and animal life thereon, and unique scenic, cultural, natural and historical sites. All such activities to be performed in compliance with and any and all funds distributed to organizations qualifying as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

b. The corporation may offer landowners a variety of opportunities of income, estate, or property tax benefits that will further the goals of the Corporation.

c. The Corporation will also accept funds, goods or services which further the purposes and goals of the Corporation.

d. The corporation is organized exclusively for charitable, educational, scientific, conservation, municipal corporations and political subdivision purposes including, for those purposes, the making of distributions to local organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

The foregoing provisions shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation. In general, this corporation shall have the power to carry on any other business in connection with any of the foregoing objectives, purposes and powers, and to have and exercise all the powers conferred by the laws of the State of Idaho

upon corporations in general; provided, however, that this corporation is not organized for profit, shall not be operated for profit, and shall be without power to declare or disburse dividends or issue stock.

V.

The business and affairs of the corporation shall be managed under the direction of the Board of Directors. The number of directors constituting the initial board of directors of the corporation is ten.

The names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

Kevin Dane
2323 Forest Vale Drive
Twin Falls, ID 83301

Brent Jussel
935 Meadow View Lane
Twin Falls, Idaho 83301

Dennis Maughan
1212 7th Ave. East
Twin Falls, Idaho 83301

Mike Pepper
510 Rosewood Drive West
Twin Falls, Idaho 83301

Judy Brossy
P.O. Box 424
Shoshone, Idaho 83352

Kevin Trainor, Esq.
3677-A N. 2600 E.
Twin Falls, Idaho 83301

Mike Wolverton
4955 E. 2900 N.
Murtaugh, Idaho 83344

Paul Nielsen, CPA
149 3rd Ave. East
Twin Falls, Idaho 83301

David Mead
2045 Hillcrest Drive
Twin Falls, Idaho 83301

Jack Kulm, DMD
104 Oakmont Road
Jerome, Idaho 83338

VI.

The name and address of each of the incorporators is:

Judy Brossy
P.O. Box 424
Shoshone, ID 83352

Mike Pepper
510 Rosewood Drive West
Twin Falls, ID 83301

Kevin Dane
2323 Forest Vale Drive
Twin Falls, ID 83301

Dennis Maughan
1212 7th Ave. East
Twin Falls, ID 83301

VII.

The Corporation shall have members.

VIII.

The provisions for the regulation of the internal affairs of the corporation are:

- a. Southern Idaho Land Trust, Inc.'s By-Laws.

IX.

NONPROFIT NATURE OF CORPORATION

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 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 IV. 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 any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation,

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) if the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributing to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law).

X.

AMENDMENTS

The Corporation reserves the right to make, from time to time, by vote of a majority of its members of the Board of Directors, any amendments to these Articles of Incorporation which may now or hereafter be authorized by law.

XI.

DISSOLUTION

Upon dissolution of the corporation, its assets shall be distributed to an organization or organizations organized and operated for charitable, educational, scientific and conservation purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or a political subdivision which will manage the holdings consistent with the goals and objectives of the Southern Idaho Land Trust, Inc.

IN WITNESS WHEREOF, the undersigned, all being the incorporators of the Southern Idaho Trust, Inc., have executed these Articles of Incorporation this 26th Day of July 1996.

Judy Brossey
Dwight M. Manger
[Signature]
K. Michael Papp

STATE OF IDAHO)

County of Twin Falls

ss.

JUDY BROSSY, being first duly sworn upon oath, deposes and says: That she Is one of the incorporators in the above Articles of Incorporation; that she Has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the facts stated therein to be true and correct.

Judy Brossey

SUBSCRIBED AND SWORN to before me this 19th Day of

July, 1996.

Lorraine Jones

Notary Public for Idaho

Residing at: Twin Falls

Commission Expires: 6/7/97