

2010 JUL -2 AM 10: 50

AMENDED AND RESTATED

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MID-SNAKE RESOURCE CONSERVATION AND DEVELOPMENT (RC&D) COUNCIL,
INCORPORATED

Pursuant to the provisions of Chapter 3, Title 30, Idaho Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation. These Articles of Amendment were adopted at a meeting of the members of the corporation held on the 29th day of June, 2010; at which meeting a quorum of members was present, and a majority of the members present voted in favor of all the amendments.

ARTICLE I

The name of the corporation so organized and established shall be Mid-Snake Resource Conservation and Development (RC&D) Council, Incorporated.

ARTICLE II
PLACE OF BUSINESS

A central office shall be established in Twin Falls, Twin Falls County, Idaho, or such other places as the directors shall hereafter determine.

ARTICLE III
DURATION

The duration of the corporation shall be perpetual.

ARTICLE IV
PURPOSE

This corporation is not organized for pecuniary profit.

This corporation is organized exclusively for charitable, educational and scientific purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, and any Regulations promulgated there under, or other corresponding provisions of any future United States Internal Revenue Law.

This corporation is organized for the purpose of natural resource
ARTICLES OF AMENDMENT - 1

IDAHO SECRETARY OF STATE
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conservation and development within the Idaho counties of Cassia, Jerome, Minidoka, and Twin Falls, hereinafter referred to as the Mid-Snake RC&D area.

It shall further be the purpose of this corporation to: (a) increase the cooperation between the member sponsors; (b) enhance the quality of life for the residents of the Mid-Snake RC&D area through the identification of problems, determination of common objectives, goals, strategies, and implementation of the objectives, goals, and strategies.

ARTICLE V REGULATION OF INTERNAL AFFAIRS

A. Inurnment - No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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.

B. Legislative and political activities - 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 otherwise intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.

C. Prohibited Activities - Notwithstanding the other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law.) At no time shall the Corporation be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended from time to time) other than one or more publicly supported organizations.

ARTICLE VI MEMBERSHIP

A. The corporation shall have one class of members. Any individuals who meet any of the following criteria may be members of the corporation:

- (a) A member of the governing body of any Municipal corporations which are economically and socially related;

- (b) A member of the Board of County Commissioners or designated representative of counties which are socially and economically related;
- (c) A member of the governing body of any special purpose districts or governing bodies of the geo-political subdivisions of local government which are socially and economically related;
- (d) Representatives of Soil Conservation Districts within the Mid-Snake RC&D area;
- (e) Representatives of Southern Idaho Tourism;
- (f) Representatives of Region IV Development Association;
- (g) Representatives of other non-profit or resource based organizations as the board of directors so recognize.

B. A member may withdraw from the corporation at any time, by giving written notice to the Board of Directors not less than sixty (60) days prior to the effective date of withdrawal.

C. Each member of the corporation shall hold his or her membership solely in the capacity of an individual and not as a representative of the governmental entity on whose governing body such member sits. No municipal corporation, county, or other governmental entity may be a member in the corporation; and no such governmental entity shall be deemed to control or to be involved in the management or affairs of the corporation by reason of the corporate membership of one of such entity's governing officials.

D. Each member's voting rights and other interests in the corporation shall be equal; each member shall have one vote on all matters voted on by the members.

E. The corporation may issue certificates in such form as the Board of Directors shall approve, to evidence membership of each member in the corporation.

ARTICLE VII OFFICERS

The officers of the corporation shall consist of a Chair, Vice Chair and Secretary/Treasurer. The Chair, Vice Chair and Secretary/Treasurer shall be elected by the members of the Board of Directors at its annual meeting.

ARTICLE VIII BOARD OF DIRECTORS

The policies, procedures, practices and programming of the corporation and any other duties and responsibilities as may be delegated by the corporation shall be vested in the Board of Directors which shall be composed of: one (1) representative of each county commission who is a member of the corporation (4 total); one (1) representative of a city within each member county (4 total); one (1) representative from each Soil Conservation District

within the Mid-Snake RC&D area (7 total); one (1) representative of Southern Idaho Tourism; and one (1) representative of Region IV Development Association. In addition, two (2) members at large may be selected by a majority vote of the then existing Board of Directors, to be chosen from but not limited to individuals who are associated with the following interests: special purpose districts, geo-political subdivisions of local government, and other interests such as agriculture, industry, commerce, finance, housing, and minorities. The number of board members shall not be less than five (5), and not more than nineteen (19). Each of the above voting members on the board should have a qualified alternate informed on the matters of the corporation so as to be able to vote in their absence.

ARTICLE IX ADVISORS

The corporation may request and accept technical, advisory or other assistance from federal, state, city or county agencies. These agencies' designated representatives will be the official spokesman for their agencies and can participate as advisors at every level of the corporation.

ARTICLE X MEETINGS

Meetings of the members and of the board of directors shall be held at such times and places that the board of directors shall determine, subject to any requirements set forth in the bylaws. An annual meeting of the corporation shall be held each year. At such annual meeting, the board of directors shall first meet, followed thereafter by a meeting of the members.

ARTICLE XI POWERS.

The corporation may contract generally and enter into any contract or reasonable agreement with the federal government, the state, or any municipal corporation and/or any governmental agency or individual for the purpose of district planning and/or conducting studies of district problems of mutual concern, and/or do other things considered essential to accomplish the purposes of the corporation. The corporation may exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, grants or any other thing 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 founded under Title 30, Chapter 3, Idaho Code, or any amendment thereto or substitute for, may not at that time lawfully carry on or do. The programs sponsored by the corporation shall not discriminate because of sex, race, color, creed, religion or age.

ARTICLE XII BYLAWS

The corporation shall adopt bylaws to carry out the purpose and objectives set forth in these articles, or as may be required under the laws of the State of Idaho.

ARTICLE XIII
AMENDMENTS

A. These articles of incorporation may be amended in whatever manner the corporation shall determine and specify in its by-laws; however, any amendments shall be in accordance with the laws of the State of Idaho.

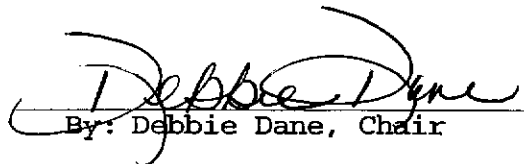
B. The by-laws of the corporation may be repealed, amended, altered or new by-laws may be adopted at any regular meeting, or at any special meeting of the members of the corporation called for the purpose, by a vote representing not less than a majority of the qualified membership present. Furthermore, the board of directors of this corporation shall have the power to repeal, amend and alter the by-laws of the corporation and to adopt new by-laws by a vote of not less than two-thirds (2/3) of the members of said board of directors, provided that the board of directors shall not make or alter any by-laws fixing the qualification, classification, term of office or compensation of the members of such board.

ARTICLE XIV
DISSOLUTION

Upon dissolution of the corporation, after paying all liabilities, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to federal, state or local governments for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction 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.

Dated this 29th day of June, 2010.

Mid-Snake Resource Conservation and Development Council


By: Debbie Dane, Chair

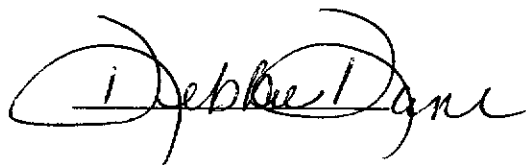
STATE OF IDAHO)
County of Twin Falls), ss

Debbie Dane, being first duly sworn upon oath, deposes and says:

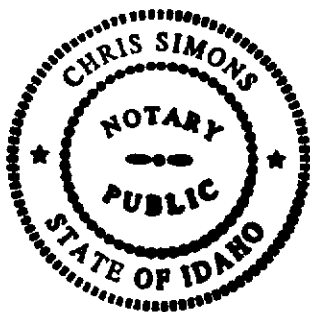
1. That she is the Chair of Mid-Snake Resource Conservation and Development (RC&D) Council, Incorporated;

2. That she has read the above and foregoing Articles of Amendment, and verifies that they are the true and correct Articles of the Amendment adopted by the Board of Directors of the corporation.

Dated this 29 day of June, 2010.



Debbie Dane, Chair



SUBSCRIBED and SWORN to me this

29 day of June, 2010 NOTARY PUBLIC OF IDAHO
Residing at: Twin Falls
My Commission Expires: 4/28/12