



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO FISH AND WILDLIFE FOUNDATION, INC.

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 _____

IDAHO FISH AND WILDLIFE FOUNDATION, 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 September 27, 19 90.



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Bernal
Corporation Clerk

SEP 27 1 54 PM '90

ARTICLES OF INCORPORATION OF STATE

OF

IDAHO *Fish and Wildlife Foundation, Inc.*

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, (Idaho Code 30-301-329) adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is Idaho Fish and Wildlife Foundation, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, including:

1. The purpose for which this corporation is formed is exclusively to receive, administer and disburse funds for tax exempt charitable, scientific, literary and educational purposes as set forth in section 501(c) (3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended, so as to:

- a. to provide grants and all other types of assistance to the Idaho Department of Fish and Game and other natural resources support entities for a wide range of projects and programs;
- b. to support the preservation, protection and management of

all wildlife in Idaho.

c. to develop and promote public interest, education and support for the preservation and enhancement of fish and wildlife habitat in Idaho and other parts of the region where habitat concerns impact Idaho's fish and wildlife.

2. To cooperate with other organizations and authorities engaged in furthering the foregoing or similar objectives.

3. To provide for the internal operation and business mechanics of this corporation.

4. To buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, buildings, and any real property, hereditaments, and appurtenances of all kinds and wheresoever situated, necessary or desirable in connection with the business of the corporation, and to buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, and trade in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature, and description in connection with the business objects, and purposes of this corporation.

5. To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any government or agency thereof in furtherance of the purposes of the corporation.

6. To raise or borrow money, to draw, make, accept, endorse, guarantee, transfer, assign, execute, and issue notes and other evidences of indebtedness, and for the purpose of securing any of

its obligations or contracts to convey, transfer, assign, deliver, mortgage, or pledge all or any part of the property or assets of any kind owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize or as may be permitted by the law.

7. To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, desirable, and proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation or which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, either alone or in connection with any person, firm, or corporation.

8. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the state of Idaho or any act amendatory thereof or supplemental thereto or substituted therefor, except such as are inconsistent with the provisions of Sections 30-301 to 30-332, Idaho Code, and any act amendatory or supplemental thereto.

9. The foregoing clauses are to be construed both as objects and powers and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed

to authorize or permit the corporation to do any act, carry on any business, or exercise any power which a corporation formed under the nonprofit cooperative association act, hereinbefore referred to, or any amendment thereof or supplement therefor, may not at the time lawfully carry on or do.

10. No part of the net earnings of the corporation shall inure to the benefit of or be distributable 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting of 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 these articles, 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) 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), except as provided by law.

FOURTH

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making the provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, informational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court 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.

FIFTH

Registered Office and Agent

The registered office of the Corporation is 600 South Walnut Street, Post Office Box 25, Boise, Idaho 83707. The registered agent at that address is Jerry Conley.

SIXTH

Directors

The number of Directors, excepting the initial Board of Directors, shall be not less than seven (7) nor more than fifteen (15), as may be fixed by the bylaws and shall include the Director

of the Idaho Department of Fish and Game and one member of the Fish and Game Commission. The initial Board of Directors shall consist of five (5) Directors who shall serve until their successors are elected at the first annual election of directors. The initial directors are:

Jerry Conley, 10320 Roan Meadows, Boise, ID 83709

Charles Gains, 1721 Canova Drive, Boise, ID 83706

Stephen Barton, 3203 Chickory Way, Boise, ID 83706

Charles Hervey, P.O. Box 57, Boise, ID 83757-0705

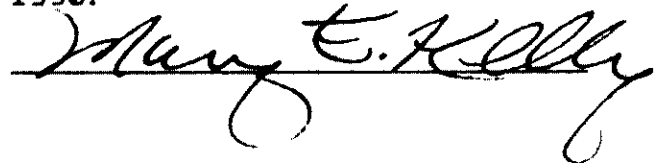
Stacy Gebhards, 323 Parkway Drive, Boise, ID 83706

SEVENTH

The name and address of the incorporator is as follows:

Mary E. Kelly; 600 So. Walnut Street, P.O. Box 25; Boise, ID 83707

In witness thereof, these Articles of Incorporation have been signed this 25th day of September, 1990.

A handwritten signature in cursive script, reading "Mary E. Kelly", written over a horizontal line.