



# ARTICLES OF AMENDMENT (Non-profit)

Title 30, Chapters 21 and 30, Idaho Code

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**-FILED-**

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1. The name of the corporation is:

IDAHO WILDLIFE FEDERATION, INC.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each article being amended:

SEE ATTACHED DOCUMENT W/ NEW ARTICLES

3. The date of adoption of the amendment(s) was: 04/10/2019

4. Manner of adoption (choose one):

☒ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-30-705, Idaho Code, and was, therefore, adopted by the incorporators, or by the board of directors.  
(Please fill spaces below)

a. The number of directors entitled to vote was: 13

b. The number of directors that voted for each amendment was: 13

c. The number of directors that voted against each amendment was: 0

☐ The amendment consists of matters other than those described in section 30-30-705, Idaho Code, and was, therefore adopted by the members.

(Please fill spaces below)

a. The number of members entitled to vote was: \_\_\_\_\_

b. The number of members that voted for each amendment was: \_\_\_\_\_

c. The number of members that voted against each amendment was: \_\_\_\_\_

Secretary of State use only

Printed Name: BRIAN BROOKS, EXECUTIVE DIRECTOR

Signature: B. Brooks

B0219-7127 05/02/2019 1:50 PM Received by ID Secretary of State Lawrence Denney

Articles of Amendment

To the

Articles of Incorporation

Of the

Idaho Wildlife Federation, Inc.

Be it known, that we, the undersigned President and Secretary, respectively, of the Idaho Wildlife Federation, Inc. (hereinafter "IWF"), do hereby certify, in accordance with the provisions of Section 30-705 of the Idaho Nonprofit Corporation Act (Idaho Code, Title 30) as follows, to wit:

I.

At a meeting of the Board of Directors of the IWF, was held in Boise, Idaho on the 14th day of December, 2018, pursuant to notice given as provided by law, at which meeting a quorum of Directors entitled to vote were represented.

II.

At said meeting it was resolved and adopted by a majority vote of all Directors present to amend and to completely restate the Articles of Incorporation of IWF.

This said Amendment and Restatement to the Articles of Incorporation of the Idaho Wildlife Federation, Inc., as follows to wit:

Article I

The name of the corporation shall be IDAHO WILDLIFE FEDERATION, INC. hereinafter referred to as IWF.

Article II

IWF shall be a non-profit corporation.

Article III

The period of IWF's duration shall be perpetual.

Article IV

The purposes for which IWF is organized are:

- (1) To encourage the conservation and wise use of Idaho's natural resources, its forests, waters, air, wildlife, minerals, and soil;
- (2) To educate and inform the members of IWF and all other citizens of Idaho about conservation principles, methods, and issues;
- (3) To serve as an advocate of sound conservation philosophy and practice;
- (4) To identify pertinent issues and mobilize public response and support for positions on these issues consistent with sound conservation principles;
- (5) To help develop responsible, responsive, knowledgeable, and effective affiliate organizations and individual members;

- (6) To provide a growing base of financial support to enable IWF to accomplish its mission;
- (7) To develop and maintain effective leadership, professional staff, and adequate physical facilities and support services to enable IWF to carry out its mission; and,
- (8) To conduct any lawful business limited only by its qualification as a non-profit organization that has been granted by the Internal Revenue Service as a 501(c)(3) organization.

#### Article V

IWF shall have all powers that are or may be conferred upon corporations formed under the Idaho Nonprofit Corporation Act or Idaho Businesses Corporation Act. In addition to being a nonprofit corporation, IWF shall not pursue any purposes or carry on any activities not permitted to be pursued or carried on under the Idaho Nonprofit Corporation Act or by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the corresponding provisions of any future Idaho law or United States Internal Revenue law. No part of the net earnings of IWF may inure to the benefit of any individual in any way that is contrary to the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the Idaho Nonprofit Corporation Act or the corresponding provision of any future Code or Act. No substantial part of the activities of IWF shall consist of carrying on the propaganda or otherwise attempting to influence legislation unless it shall have elected to come under the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future U.S. Internal Revenue law in which case its lobbying activities will be restricted to the amount permitted organizations elected to come under that provision. Finally, IWF shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

#### Article VI

- (1) IWF shall have members. The designation of a class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be as set forth in the By-Laws.
- (2) Assessments may be levied upon all members or classes of membership alike, in different amounts or proportions or upon whatever basis and in whatever amount as may be fixed from time to time by the Board of Directors. Assessments may be payable at such times or intervals, and upon such notice and by such methods as the Board of Directors may prescribe.

#### Article VII

- (1) The affairs of IWF shall be managed by a Board of Directors selected in accordance with the By-Laws adopted by IWF.
- (2) The Board of Directors shall be elected annually as and when provided for in the By-Laws adopted by IWF.

#### Article VIII

Upon the dissolution of IWF, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of IWF, dispose of all of the assets of IWF exclusively for the purposes of IWF, to such organization or organizations organized and operating exclusively for charitable or educational 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 (or the corresponding provision of any future

United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not to disposed of shall be disposed of by the District Court exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX

The Articles may be amended by the adoption of said amendment by a majority of the votes cast by Directors, in person or by proxy, at the annual meeting of IWF or at a special meeting of the Board of Directors called for the purposes of amending the Articles, provided a quorum is met for purposes of said meeting.

Article X

The name and address of each of the incorporators are as follows, to wit:

(The original incorporators are as follows:)

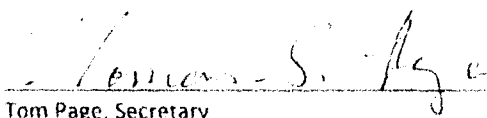
J.W. Kaigler of Boise, Idaho  
Frank Griffin of Kellogg, Idaho  
W.G. Ash of Boise, Idaho  
R.G. Cole of Boise, Idaho  
Theo H. Wegener of Boise, Idaho

IN WITNESS WHEREOF, We have executed the foregoing proposed Articles of Amendment to the Articles of Incorporation of the IWF, which said Amendment, upon the affirmative vote of a majority the members of IWF at the IWF Annual Meeting or at a special meeting of the members called for the purpose of amending and restating the Articles of Incorporation of IWF, replaces and restates all previously adopted Articles of Incorporation of IWF.

Dated this 30 day of April, 2019.

  
J. Kahle Becker, President

ATTEST:

  
Tom Page, Secretary

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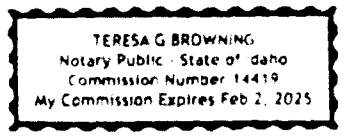
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STATE OF IDAHO )  
County of Ada )

J. Kahle Becker, being first duly sworn upon his oath depose and say  
He is the President of the Idaho Wildlife Federation, Inc. ("IWF"), a non-profit corporation organized and existing under the laws of the State of Idaho, which said amendment to the Articles of Incorporation hereto attached, is the identical person who executed the foregoing proposed Articles of Amendment to Articles of Incorporation of IWF, which said amendment wholly replaces and restates all previously adopted Articles of Incorporation of IWF and that the facts set forth in said Articles of Amendment hereto attached are true and correct.

J. Kahle Becker  
J. Kahle Becker, President

SUBSCRIBED and SWORN to before me this 30th day of April, 2019



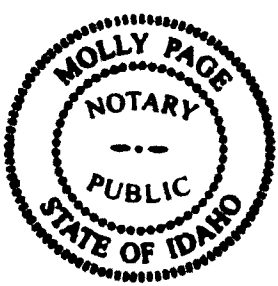
Teresa G. Browning  
Notary Public in and for the State of Idaho  
Residing at Boise, Idaho

STATE OF IDAHO )  
County of Ada Blaine )

Tom Page, being first duly sworn upon his oath depose and say:  
He is the Secretary of the Idaho Wildlife Federation, Inc. ("IWF"), a non-profit corporation organized and existing under the laws of the State of Idaho, which said amendment to the Articles of Incorporation hereto attached, is the identical person who executed the foregoing proposed Articles of Amendment to Articles of Incorporation of IWF, which said amendment wholly replaces and restates all previously adopted Articles of Incorporation of IWF and that the facts set forth in said Articles of Amendment hereto attached are true and correct

Tom Page  
Tom Page, Secretary

SUBSCRIBED and SWORN to before me this 1st day of May, 2019



Molly Page  
Notary Public in and for the State of Idaho  
Residing at Boise, Idaho

My commission expires 12/15/2023