

**FILED**

ARTICLES OF INCORPORATION

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OF

STATE OF IDAHO

NORTH AMERICAN GROUSE PARTNERSHIP, INC.

The undersigned, acting as incorporators of North American Grouse Partnership, Inc., a corporation to be organized under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for the corporation pursuant to the Act:

ARTICLE ONE

NAME

The name of the corporation is North American Grouse Partnership, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES, POWERS & DISSOLUTION

The purposes of the corporation and its powers are the following:

1. To study, improve, aid and encourage the preservation of all north american grouse species; to preserve, set-aside and enhance the habitat

IDAHO SECRETARY OF STATE

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required for the survival and preservation of all north american grouse species; and, to educate all people to the benefits of preserving grouse and grouse habitat.

2. To do all such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

3. To have no purpose nor engage in any activity which would not be consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, nor engage in any activity which would not be of an scientific or educational nature, consistent with the foregoing.

4. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the foregoing scientific and educational purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any member of the corporation, except as such member may be a corporation which has charitable purposes and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of this 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 these Articles, the corporation shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by any organization, 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).

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making 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, and to such organization or organizations organized and operated exclusively for charitable or educational purposes and which 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 provisions of any future United States Internal Revenue Law), as the Board of Directors shall

determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. 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.

6. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act, not inconsistent with the foregoing.

## ARTICLE FIVE

### MEMBERSHIP

The corporation shall have members. In the future, members may be admitted, suspended, or expelled in accordance with such further rules as may be set forth in the by-laws from time to time. If and when members are admitted, one-third (1/3) of those members who hold voting privileges, appearing either in person, by proxy, by mailed written ballot or by absentee ballot, shall constitute a quorum at a meeting of members.

## ARTICLE SIX

### INCORPORATORS

That the names and addresses of the persons who are the incorporators are:

<u>Name</u>	<u>Address</u>
Ed Pitcher	6254 N. Old Highway 191 Malad, ID 83252

Kent Christopher

P.O. Box 407  
Teton, ID 83451

## ARTICLE SEVEN

### BOARD OF DIRECTORS

The number of directors of this corporation shall be that number designated by the Board of Directors from time to time as set forth in the bylaws, but no fewer than three (3) and no more than nine (9). The names and addresses of the persons who are to serve as directors until their successors are appointed and shall qualify are:

<u>Name</u>	<u>Address</u>
Ed Pitcher	6254 N. Old Highway 191 Malad, ID 83252
Steve Sherrod	P.O. Box 2007 Bartlesville, OK 74005
Kent Christopher	P.O. Box 407 Teton, ID 83451
Don Hunter	46640 Hwy 46 Beresford, SD 57004
Doug Pineo	4210 S. Dorset Rd. Spokane, WA 99224
Ralph Rogers	P.O. Box 63 Winifred, MT 59489
Clee Sealing	1670 N. 1/2 Road Fruita, CO 81521
Tom J. Cade	6484 Hollilynn Dr. Boise, ID 83709

Frank M. Bond

P.O. Box 140  
Santa Fe, NM 87502

## ARTICLE EIGHT

### REGISTERED OFFICE AND AGENT

The location and address of the initial registered office of the corporation is 6254 N. Old Highway 191, Malad, ID 83252 and the name of the initial registered agent of the corporation at such address is Ed Pitcher.

## ARTICLE NINE

### INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Idaho Non-profit Corporation Act, and the Idaho Business Corporation Act.

## ARTICLE TEN

### AMENDMENT

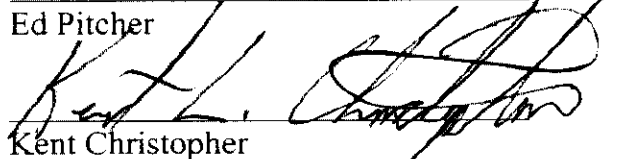
All amendments to these Articles shall require approval of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand this 15 day of

~~November~~, 1999  
December  
E.P.



Ed Pitcher



Kent Christopher

Incorporators

STATE OF IDAHO           )  
  ) ss.  
County of Bonneville       )

ON THIS 15 day of December, 1999, before me,

Le Ann Anderson, a Notary Public in and for said State, personally appeared  
Ed Pitcher, known or identified 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 set my hand and affixed my  
official seal the day and year in this certificate first above written.

S  
E  
A  
L

Le Ann Anderson  
Notary Public for Idaho  
Residing at: Am Falls ID  
My Commission Expires: 3-13-2001

STATE OF IDAHO           )  
  ) ss.  
County of Bonneville       )

ON THIS 17<sup>th</sup> day of November, 1999, before me,

Bonnie Hathaway, a Notary Public in and for said State, personally appeared  
Kent Christopher, known or identified 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 set my hand and affixed my  
official seal the day and year in this certificate first above written.

S  
E  
A  
L

Bonnie Hathaway  
Notary Public for Idaho  
Residing at: St. Anthony, ID 83445  
My Commission Expires: 11/29/2002