

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

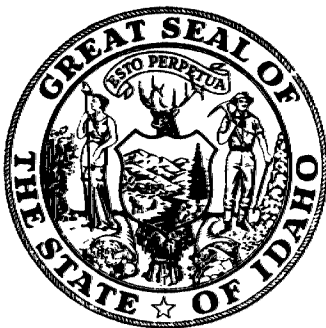
SALMON RIVER SPORTSMEN ASSOCIATION, INC.

File number C 108351

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 SALMON RIVER SPORTSMEN ASSOCIATION, 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: November 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWine*

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ARTICLES OF INCORPORATION

OF

SALMON RIVER SPORTSMEN ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens of the United States, associate ourselves together for the purpose of forming a non-profit, social and benevolent corporation under the provisions of Chapter III, Title 30, Idaho Code, amendatory and supplemental thereto, and we do certify and declare as follows:

ARTICLE I.

That the name of the corporation shall be SALMON RIVER SPORTSMEN ASSOCIATION, INC.

ARTICLE II.

The purpose or purposes for which the corporation is organized are:

To further the conservation of fishing resources and the furtherance of the art and skill of fishing and to further the good fellowship associated with such fishing; to encourage and promote the study of fishing, including bait fishing, fly casting, lure and other forms of fishing; to aid in the formulation and establishment of sound policies and practices designed to conserve, restore, protect, and safely regulate the natural resources of our continent and its oceans, seas and water ways; to coordinate and stimulate the efforts of individuals and organizations interested in conservation and to interest and educate the people of this continent with respect to conservation; to solicit, collect and

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1 otherwise raise money or other property and distribute it as may be
2 deemed best for the promotion of conservation of wildlife including
3 fisheries and wild and natural resources.

4 To foster a spirit of good will among those persons engaged in
5 the fishing industry and in sport fishing and to promote ethical
6 practices in their relationship with each other, their employees,
7 associates, and the general public, to the end that all interests
8 may be served fairly.

9 To conduct studies, engage in research, and in any other
10 similar and legitimate activities to aid the fishing industry both
11 commercial and sport fishing in the fishing industry.

12 To furnish timely information in a legal manner to any person
13 engaged in fishing whether commercially or for sport fishing and to
14 the general public with respect to any and all matters vital to the
15 maintenance, preservation, development of the fishing industry,
16 both commercial and sport fishing.

17 To operate fishing schools, to teach students the methods of
18 fishing whether by flys, lures or bait, and to have classes for the
19 beginning fisherman as well as the more advanced fisherman and to
20 further such fishing schools and endeavors to purchase and own real
21 estate, make and purchase materials for the construction of
22 buildings to erect buildings; to own, to manage, operate, lease and
23 sell buildings; to conduct and carry on the business of builders
24 and contractors for the purpose of building, erecting, altering,
25 repairing and/or doing work in connection with any and all classes
26 of buildings, structures and improvements, of every kind and nature
27 whatsoever; also to buy receive, acquire, hold, purchase, dispose
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1 of, convey, mortgage, and/or lease real and personal property,
2 including platting and selling real estate, and generally to buy,
3 sell and deal in real and personal property of every kind and
4 description, and to own, hold, improve, develop and manage any real
5 estate or personal property; to dispose of, sell, lease, assign,
6 transfer, mortgage and/or convey any rights, privileges,
7 franchises, real or personal property of the corporation, other
8 than its franchise of being a corporation; and to acquire,
9 purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or
10 otherwise dispose of and deal in shares, bonds, securities and
11 debentures and other evidence of indebtedness or other
12 corporations, domestic or foreign; and to erect and cause to be
13 erected on any lands owned, held or occupied by the corporation,
14 fishing lodges and camps, buildings or other structures with their
15 appurtenances and to mortgage, sell, lease or otherwise dispose of
16 any lands or interest in lands and in any buildings or other
17 structures at any time owned or held by the corporation; to raise,
18 produce, buy, grow or otherwise acquire hold, handle, mortgage,
19 sell, hypothecate or otherwise dispose of mules, horses and other
20 livestock and products of livestock, including llamas, dairy
21 products and to deal and traffic generally therein; to do
22 everything necessary to run, sell, buy, mortgage, and acquire range
23 lands for the purpose of grazing livestock thereon, including
24 cattle, horses, mules and llamas.

25 To collaborate, and cooperate in every legal manner with all
26 branches of the government of the United States together with the
27 federal government, all state governments and foreign sovereign
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1 powers having to do with the fishing industry of any state of the
2 United States.

3 To engage in any lawful activity which will enhance the
4 efficient and economic progress of the fishing industry both
5 commercial and sport fishing.

6 To own and operate boats, ships, and vessels and to operate
7 charter fishing services together with such fishing charter
8 services to also operate boats and to carry on services for whale
9 watching, natural life viewing, hiking, sporting and hunting
10 activities.

11 To enter into, make and perform and carry out contracts of
12 every sort and kind with any person, firm, association or
13 corporation, municipality, body politic, country, territory,
14 district, state and government.

15 To draw, make, accept, endorse, discount, execute and issue
16 promissory notes, bills of exchange and other negotiable or
17 transferable instruments.

18 In the purchase or acquisition of property, business, rights,
19 or franchises, or for additional working capital, for any other
20 object in or about its business or affairs, and without limit as to
21 amount, incur debts and to raise, borrow and secure the payment of
22 money in any lawful manner, including the issue and sale or other
23 disposition of bonds, debentures, obligations, negotiable and
24 transferable instrument and evidence of indebtedness of all kinds,
25 whether secured by mortgage, pledge, deed of trust or otherwise;

26 The said corporation may perform any part of its operation
27 outside the State of Idaho, in the other states, in the District of
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1 Columbia, territories or possessions, or dependencies of the United
2 States.

3 To do each and every thing necessary, suitable, useful or
4 advisable for the accomplishment of any one or more of the said
5 purposes or which shall, at any time, appear to be conducive to or
6 expedient for the benefit of said corporation in connection
7 therewith.

8 To do each and all things set forth herein to the same extent
9 and as fully as natural persons might or could do in the State of
10 Idaho, and in any other state, country or place.

11 To have one or more offices, to carry on all or any of its
12 operations without restriction or limit as to amounts, to purchase,
13 or otherwise acquire, to hold, own, mortgage, sell, convey or
14 otherwise dispose of real and personal property of every class and
15 description in any of the states, districts, territories,
16 dependencies, possessions or colonies of the United States.

17 The foregoing clauses shall be construed as objects, purposes
18 and powers; and it is hereby expressly provided that any
19 enumeration of specific powers shall not be held to limit or
20 restrict in any manner the powers of this corporation.

21 In general, to carry on any other business in connection with
22 the foregoing, and to have and exercise all the powers conferred by
23 laws of the State of Idaho upon non-profit corporations.

24 **ARTICLE III.**

25 The duration of this corporation shall be perpetual.
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ARTICLE IV.

That the principal place of business of this corporation shall be at 106 North Main St., City of Riggins, State of Idaho.

ARTICLE V.

That the fiscal year of this corporation shall be from the date of its inception to the conclusion of that year and thereafter annually from January 1 to December 31.

ARTICLE VI.

The corporation shall have members, however, membership qualifications and payment of dues, if any, shall be determined by, and in the discretion of the said Board of Directors of this corporation, subject, however, to the provisions of these articles.

ARTICLE VII.

No member shall be liable for, nor shall any of their property be subject to, any debt or obligation of the corporation.

ARTICLE VIII.

The corporation shall have no capital stock, and the rights and interests of such members shall be equal with no one having the right to acquire greater interest of the others.

ARTICLE IX.

Upon dissolution of this corporation, after payment of all debts, obligations and liabilities of the corporation or the making of adequate provision therefore, the remaining property and assets shall be distributed back to any foundation originally granting the money for the development of this organization or, to its members or, if it has no members, to those persons whom the corporation holds itself out as benefitting or serving or, in the alternative,

1 at the discretion of the Board of Directors, to be used for the
2 benevolent purposes as set forth in these articles.

3 **ARTICLE X.**

4 That the directors of this corporation shall be such number of
5 persons, not less than three (3), nor more than ten (10), as may
6 be, from time to time, prescribed by the by-laws, and until the
7 first meeting and organization of the corporation, the following
8 persons shall serve as directors of said corporation, to-wit:

9 President - Chairman:

10 Ray Sterger
11 329 North Main
12 Riggins, ID

13 Vice-Presidents:

14 Ron Bath
15 904 North McArthur
16 Riggins, ID

17 Russ Muchler
18 1034 North McArthur
19 Riggins, ID

20 Secretary/Treasurer:

21 Suzann Underwood
22 329 North Main
23 Riggins, ID

24 Such directors hereinbefore named shall hold office until the first
25 annual election of directors which shall be provided for in the By-
26 Laws of this corporation.

27 **ARTICLE XI.**

28 The street address of the initial registered office of this
corporation is 106 North Main St., Riggins, Idaho. The name of the
initial registering agent who may be contacted by such address is
Ron Bath.

1 WE, THE UNDERSIGNED, being the incorporators hereinbefore
 2 named, for the purpose of forming a corporation to do business both
 3 within and without the State of Idaho, and in pursuance of the laws
 4 of the State of Idaho, do make, and file these Articles of
 5 Incorporation, hereby declaring and certifying that the facts
 6 herein stated are true, and accordingly, have hereunto set our
 7 hands and seals this 4th day of November, 1994.

8 Ray Sterger
 9 RAY STERGER

Ron Bath
 RON BATH

10 Suzann Underwood
 11 SUZANN UNDERWOOD

Russ Muchler
 RUSS MUCHLER

12 STATE OF IDAHO)
 13) ss.
 14 County of IDAHO)

15 On this 4th day of November, 1994, before me, the under-
 16 signed, a Notary Public in and for the State of Idaho, personally
 17 appeared RAY STERGER, RON BATH, SUZANN UNDERWOOD and RUSS MUCHLER,
 18 known to me to be the persons whose names are subscribed to the
 19 within and foregoing instrument, and acknowledged to me that they
 20 executed the same.

21 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
 22 official seal the day and year first above written.

23 Nicholas S. Heath
 24 Notary Public in and for the
 25 State of Idaho; Residing at
 26 Grangeville, therein.
 27 My commission expires: 8-19-99
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