

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IDAHO FISH AND WILDLIFE FOUNDATION, INC.**

For Office Use Only  
**-FILED-**  
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In accordance with the Idaho Nonprofit Corporation Act, Idaho Code §§ 30-30-101 *et seq.* ("**Act**"), the Articles of Incorporation ("**Articles**") of Idaho Fish and Wildlife Foundation, Inc. ("**Corporation**") are amended and restated in their entirety as follows:

**ARTICLE 1  
NAME**

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

**ARTICLE 2  
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE 3  
DURATION**

The period of duration of Corporation is perpetual.

**ARTICLE 4  
REGISTERED OFFICE**

The address of the Corporation's initial registered office is 600 South Walnut Street, Boise, Idaho 83712, and the name of the initial registered agent at this address is Hilarie Engle.

**ARTICLE 5  
PURPOSES AND POWERS**

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 1986, as amended (the "**Code**"), so as to: (a) support the preservation, protection and management of wildlife in the State of Idaho; (b) 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; and (c) do every act and thing whatsoever necessary or incident to the exercise, accomplishment, and fulfillment of the foregoing objects and purposes, including pursuing other activities reasonably related to the foregoing objects and purposes.

2. The Corporation may exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including the power to accept donations of money,

property, whether real or personal, or any other things of value, and the power to lease, and acquire property and enter into contracts as necessary to effectuate the foregoing purposes. However, nothing in these Articles may 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 formed under the Act may not at that time lawfully carry on or do. Further, neither the Board of Directors nor the Corporation has the power or authority to do any act that will prevent the Corporation from being an organization described in Code Section 501(c)(3).

## ARTICLE 6 LIMITATIONS

1. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5.

2. No director, trustee, corporate officer, or any private individual is entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on, or attempt to carry on, of propaganda to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office including the publication or distribution of statements.

## ARTICLE 7 NO MEMBERS

The Corporation will not have members, and its board of directors ("**Board**") has the exclusive right to vote on all matters concerning the Corporation's affairs.

## ARTICLE 8. BOARD OF DIRECTORS

The Corporation's affairs will be managed by the Board. The Board must always consist of at least three individuals, but the number of Directors serving on the Board will otherwise be fixed in accordance with the Corporation's Bylaws ("**Bylaws**"). The members of the Board ("**Directors**") will be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws. The names and addresses of the persons designated to act as the Board as of the date of these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Mike Baldner	P.O. Box 2254 Boise, Idaho 83701-2254
Kebai Bills	P.O. Box 2254 Boise, Idaho 83701-2254
Daniel S. Deagle	P.O. Box 2254

	Boise, Idaho 83701-2254
Robert (Bob) Holman	P.O. Box 2254 Boise, Idaho 83701-2254
Tad Johnson	P.O. Box 2254 Boise, Idaho 83701-2254
Tony McDermott	P.O. Box 2254 Boise, Idaho 83701-2254
Julie Mueller	P.O. Box 2254 Boise, Idaho 83701-2254
Tim Thomson	P.O. Box 2254 Boise, Idaho 83701-2254
Mike L. Veile	P.O. Box 2254 Boise, Idaho 83701-2254
Wayne Wright	P.O. Box 2254 Boise, Idaho 83701-2254
Jim Wrigley	P.O. Box 2254 Boise, Idaho 83701-2254

#### **ARTICLE 9 DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to (i) such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Code, or to the federal, state, or local government for a public purpose, in such manner as the Board shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE 10 BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation will be set forth in the Bylaws. The Board may amend the Bylaws at a properly noticed special or regular meeting of the Board.

#### **ARTICLE 11 LIMITATION OF LIABILITY AND INDEMNIFICATION**

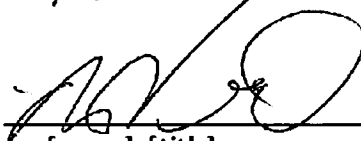
The Corporation shall indemnify, defend, and hold harmless present and former Directors, officers, employees, and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as now in effect or as may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the

Corporation to provide before such amendment). The Corporation shall pay expenses, including attorney fees, incurred by present and former Directors, officers, employees, and agents of the Corporation in defending a civil or criminal action, suit, or proceeding, in advance of the final disposition of such action, suit, or proceeding and in accordance with the Act.

Notwithstanding any other provision of these Articles or the Bylaws, the Corporation shall not indemnify or advance expenses to any person if the Board determines that the indemnification or advancement of expenses is likely to violate any law or result in a tax, penalty, or other sanction. If these Articles or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that preceded the amendment or repeal.

These Amended and Restated Articles of Incorporation have been executed by a duly authorized agent of the Corporation as of 4/24/21, 2020.

By:

 President  
[name], [title]