

FILED EFFECTIVE

PAYETTE BASIN ENHANCEMENT FOUNDATION, INC.

Nonprofit Articles of Incorporation

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation is Payette Basin Enhancement Foundation, Inc.

**ARTICLE II
PURPOSE**

The corporation is organized and shall be operated exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The general mission of the corporation is to work to support educational opportunities and improve the living conditions of residents of the Payette River Basin in Valley County, Idaho.

**ARTICLE III
LIMITATION UPON ACTIVITIES**

The corporation is intended to qualify as a tax exempt organization within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these articles, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 set forth in Article II. No substantial part of the activities of the 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 or in opposition to 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

IDAHO SECRETARY OF STATE
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ARTICLE IV NO MEMBERS

The corporation shall have no members.

ARTICLE V DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI LIMITATION ON PERSONAL LIABILITY

No director or uncompensated officer of the corporation shall be personally liable to the corporation for monetary damages for conduct as a director or officer, and no director or officer of the corporation shall be liable to the corporation or other person for any action taken or not taken as a director or officer if the director or officer acts in compliance with the standards of conduct for officers set forth in the Idaho Nonprofit Corporation Act; provided however, that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under Idaho Nonprofit Corporations Act. No amendment to the Idaho Nonprofit Corporations Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omissions that occur prior to the effective date of the amendment.

ARTICLE VII INDEMNIFICATION

Within the restrictions imposed by Article III, the corporation shall indemnify to the fullest extent not prohibited by law any current or former director who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other

enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the Board of Directors or other document or arrangement.

ARTICLE VIII DIRECTORS

The names and addresses of the initial directors of the corporation are:

Kathryn M. Muroff
PO Box 2941
McCall, ID 83638

Crystal J. Luna
PO Box 2941
McCall, Idaho 83638

Nicholas S. Brown
PO Box 2941
McCall, Idaho 83638

ARTICLE IX REGISTERED AGENT

The address of the corporation's initial registered office is 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83702. Its initial registered agent at that location is Kris Ormseth.

ARTICLE X INCORPORATOR

The name and address of the incorporator is: Kris Ormseth, 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83702.

DATED: January 20, 2006.



Kris Ormseth