

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

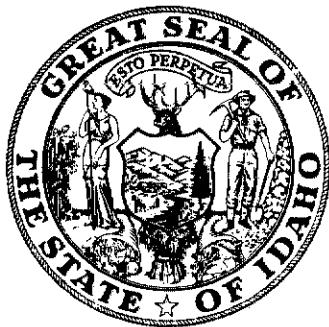
BOISE RIVER 2000, INC.

File number C 109620

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 BOISE RIVER 2000, 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: March 1, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alma Sibley*

ARTICLES OF INCORPORATION
RECEIVED OF
SEC. OF ~~STATE~~ BOISE RIVER 2000, INC.

Mar 1 9 16 AM '96

25 FEB 24 PM 2 12 SECRETARY OF STATE
The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is **BOISE RIVER 2000, INC.**

Article II Nonprofit Status.

The Corporation is a nonprofit corporation.

Article III Period of Duration.

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent.

The location of the Corporation is in the Community of Nampa, County of Canyon, and in the State of Idaho. The address of the initial registered office is 6622 W. Joplin Road, Nampa, Idaho, and the name of the initial registered agent at this address is William C. Clayton.

Article V Purposes.

The purposes for which the Corporation is organized and will be operated are as follows:

- A.
 - 1. Serve as coordination and cooperation mechanism.
 - 2. Work to develop a Boise River Master Plan.
 - 3. Provide policy recommendations.
 - 4. Educate decision-makers and the public.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as ~~EXEMPT~~ under such Section 501(c)(3).
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C. To exercise all powers granted by law necessary and power to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporations to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI Limitations.

No part of the net earnings or the assets 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 V hereof. No substantial part of the activities of the Corporation shall be for 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. Not notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII Members.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors in the manner provided in the Bylaws of the Corporation.

Article VIII Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

WILLIAM C. CLAYTON
6622 W. Joplin Road
Nampa, Idaho 83687

DAVID TUTHILL
2918 N. El Rancho
Boise, Idaho 83702

GAIL LEBOW
510 Arthur Street
Caldwell, Idaho 83605

Article IX. Membership Dues.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X. Distribution on Dissolution.

Upon dissolution of the Corporation, the Board of Directors 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 such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors 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 XI. Incorporator.

The name and address of the incorporator are William C. Clayton, 6622 W. Joplin Road, Nampa, Idaho, 83687.

Article XII. Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 21 day of January, 1995.

William C. Clayton
William C. Clayton

David Tuthill
David Tuthill

Gail Lebow
Gail Lebow