

FILED

NAME OF THE CORPORATION

The Corporation was originally incorporated as the Teton Valley Land Trust, Inc.
Our new name is the Teton Regional Land Trust, Inc.

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SECRETARY OF STATE
STATE OF IDAHO

ACTIONS TAKEN

TVLT's Articles of Incorporation state that issues regarding voting are to be spelled out in the Bylaws. Section 1 of ARTICLE IX of the TVLT Bylaws states:

"Any provision of these Bylaws or the Articles of Incorporation may be altered, amended or repealed and new Bylaws or Articles of Incorporation may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, called for such purpose, provided that a quorum is present at such meeting."

Thus, the TVLT designated its Board of Directors as having the power to amend both the Bylaws and the Articles of Incorporation. It is thus our understanding that §§ 30-3-90 and 30-3-93 of the Idaho Code, Idaho Nonprofit Corporation Act, apply to amending our Articles of Incorporation, and §§ 30-3-97 applies for amendment of our Bylaws.

TEXT OF AMENDMENTS. Articles One, Four, Eight, and Nine have been amended as indicated below:

ARTICLE ONE, NAME

The name of the corporation shall be The Teton Regional Land Trust, Inc.

ARTICLE FOUR, PURPOSES AND POWERS

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

1. To have specifically, and exclusively, educational, charitable, and aesthetic purposes for all its activities, and to have no purpose nor engage in any activity which would not be educational, charitable or aesthetic within the meaning of the Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

2. To encourage sound conservation practices and public awareness with respect to land and natural resource management within and surrounding the Upper Snake River Valley, to include Bonneville, Clark, Fremont, Jefferson, Madison, and Teton Counties, all in Idaho, and adjoining portions of Teton County, Wyoming west of the crest of the Teton Mountain Range.

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3. To conserve and acquire land and interest in land within and surrounding the Upper Snake River Valley in order to conserve, protect, and enhance wildlife habitat and natural, agricultural, scenic, recreational, educational, and historical resources which benefit the citizens of the Upper Snake River Valley, the State of Idaho and portions of the State of Wyoming adjoining the Upper Snake River Valley, and the United States.

4. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated for the benefit of the general public and for educational, charitable, and aesthetic 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 stockholders of the corporation, except as such stockholder may be a corporation organized and operated exclusively for educational, charitable, or aesthetic purposes, and which is exempt from taxation, particularly the federal income tax. No substantial part of the activities of the organization 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 provisions of these articles, the organization 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 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (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 provisions for 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, or to such organization or organizations organized and operated exclusively for charitable, educational or aesthetic 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 1954 (or the corresponding provision 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 Courts of the counties in which the principal offices of the corporation are then located, exclusively for such purposes or to such organization or organizations as said courts 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.

ARTICLE EIGHT, BOARD OF DIRECTORS

The board of directors of the corporation shall consist of not fewer than ten (10) and not more than fifteen (15) members. A change in the number of directors shall be made only by amendment of these Articles. (Reference to the initial board of directors shall remain as listed in the initial Incorporation of the Teton Valley Land Trust, Inc.)

ARTICLE NINE, ELECTION OF BOARD OF DIRECTORS

The directors shall be elected at the annual meeting of the members of the corporation for terms of three (3) years and they shall hold office until their successors are duly elected and qualified. Vacancies in the Board of Directors shall be filled as indicated in the Bylaws.

DATE OF THE AMENDMENT'S ADOPTION

The above listed amendments were approved February 21, 1998, in a general meeting of the Board of Directors.

STATEMENT OF APPROVAL OF THE AMENDMENTS

Approval of the above amendments to the Articles of Incorporation of the Teton Valley Land Trust, Inc., was completed by a sufficient number of board members. According to the Bylaws, a Quorum of the Board is defined as follows:

"ARTICLE VI, Board of Directors, Section 4. Quorum. A majority of the entire Board of Directors shall constitute a quorum for transaction of business by the Board of Directors, and when a quorum is present, a majority in attendance at any meeting may decide any question brought before such meeting, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. If less than a quorum is present at any meeting, any action taken by those in attendance shall nevertheless be valid if such action is ratified or approved in writing either before or after the meeting by a majority of the entire Board of Directors."

The Board of Directors currently consists of THIRTEEN (13) members. A total of NINE (9) Board Members attended the February Board meeting, at which NINE (9) members approved the proposed amendments. Board members present and voting were: Clen Atchley, Elizabeth Davy, Susan Lykes, Linda Merigliano, Lewis Mithun, Jon Prahasto, David Shipman, Susan Steinman, Albert Tilt. This action was taken in full compliance with the Bylaws of the Teton Valley Land Trust, Inc., as first approved November 1, 1990.

During the same February 21, 1998 meeting of the Board of Directors, the Bylaws of the Teton Valley Land Trust, Inc., henceforth to be known as The Teton Regional Land Trust, Inc., were also amended by unanimous vote of the NINE (9) Board Members in attendance.

SIGNED: Michael B. Whitfield DATE: _____
Michael B. Whitfield, Executive Director