

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PORTNEUF GREENWAY FOUNDATION, INCORPORATED

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 PORTNEUF GREENWAY FOUNDATION, INCORPORATED 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: January 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Valerie Taylor

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ARTICLES OF INCORPORATION
OF

PORTNEUF GREENWAY FOUNDATION, INCORPORATED

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I, the undersigned, being a natural person of full age, a citizen of the United States, and a resident of the State of Idaho, do hereby, under the laws of the State of Idaho form a Nonprofit Corporation.

ARTICLE I

The name of the Corporation shall be Portneuf Greenway Foundation, Incorporated.

ARTICLE II

This Corporation is organized exclusively for charitable or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. These purposes include, but are not limited to preserving and restoring to a more natural condition, and providing recreational facilities on, and adjacent to the Portneuf River, and its tributaries, for the benefit of the people in the City of Pocatello, and the County of Bannock, Idaho.

ARTICLE III

The street address of its initial registered office and the name of its initial registered agent at that address are:

Donna L. Looze 157 S. Lincoln
Pocatello, Idaho 83204

ARTICLE IV

Participation in the Corporation shall be by Membership. The Bylaws of the Corporation shall set forth the method by which a person may become a Member, and the Bylaws may divide Members into different classes, and state the qualifications and rights of the members of each class. No Membership may be assigned so that the transferee thereof becomes a Member of the Corporation.

ARTICLE V

The period of duration and existence of the Corporation is perpetual.

ARTICLE VI

The names and street addresses of the persons constituting the initial Board of Directors of the Corporation, who are to serve until the first organizational meeting of the Members, or until their successors are elected and qualify, are:

Donna L. Looze	157 S. Lincoln Pocatello, Idaho 83204
Paul Link	314 Skyline Drive Pocatello, Idaho 83204
Shellee Leavitt	740 North Arthur Pocatello, Idaho 83204
J'neane Smith	5777 Hilo Pocatello, Idaho 83204
Paul Ashenbrenner	524 Halliday Pocatello, Idaho 83204

ARTICLE VII

The management and affairs of the Corporation shall be vested in its Board of Directors. The Board of Directors shall consist of no less than five Directors. The Directors, not the members, shall elect their own successors, and the Bylaws of the Corporation may provide for additional members of the Board of Directors.

ARTICLE VIII

No part of the income of the Corporation shall be distributable to Members, Directors, or Officers of the Corporation. Provided, however, this does not prohibit reasonable compensation being paid to a Member, Director, or Officer for services rendered or assets conveyed to, or for the benefit of the Corporation.

ARTICLE IX

Upon the winding up and dissolution of the Corporation the assets remaining, after paying, or adequately providing for the debts and obligations of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code.

ARTICLE X

The Corporation shall have all powers granted nonprofit corporations under the laws of the State of Idaho. However, notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on by any organization exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code, as the same now exists, or as is, from time to time amended.

ARTICLE XI

At any meeting of the Membership, twenty percent of the Members voting in person or by proxy shall constitute a quorum for the transaction of all business properly before the meeting.

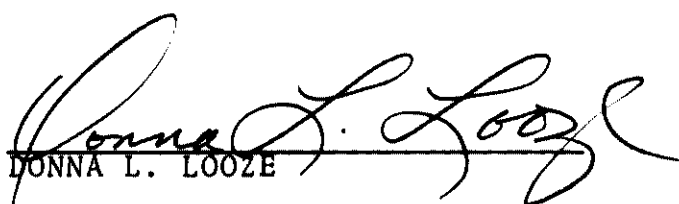
ARTICLE XII

The name and street addresses of the Incorporator signing these Articles of Incorporation are:

Donna L. Looze

157 S. Lincoln
Pocatello, Idaho 83204

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned, being the Incorporator of this Corporation, have executed these Articles of Incorporation in duplicate on this 29 day of December, 1992.


DONNA L. LOOZE