

**ARTICLES OF INCORPORATION**  
**OF**

**THE SAWTOOTH SOCIETY, INC.**

The undersigned, acting as the incorporator of The Sawtooth Society, Inc., a nonprofit corporation (the "Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I — NAME.**

The name of the Corporation is The Sawtooth Society, 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 — INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 1418 Warm Springs Avenue, Boise, Idaho 83712. The name of the initial registered agent at this address is Robert B. Hayes.

**ARTICLE V. PURPOSES.**

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

A. To preserve and protect the natural, scenic, historic, pastoral, and fish and wildlife values of the Sawtooth National Recreation Area in Idaho (the "Recreation Area"), and to provide for the preservation and enhancement of the recreational values associated therewith.

B. To preserve and enhance recreational, educational, interpretive, scientific, research, and experimental opportunities relating to the Recreation Area.

C. To increase public awareness, understanding, appreciation, and enjoyment of the Recreation Area, and to enhance public support for the preservation of the values listed above.

Jul 17 4:09 PM '97  
SECRETARY OF STATE  
IDaho  
07/17/97 09:09  
CK: 1103-1626 DM: 22360  
1 0 30.00 INC NONP  
C120260

D. To raise, manage, and administer such funds as are necessary and appropriate to carry out the purposes of the Corporation.

E. To enter contracts, agreements, and other arrangements with or in consultation with federal, state, and local entities, as well as private organizations and individuals, in furtherance of the above purposes.

F. To fulfill charitable, religious, educational, or scientific purposes 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, and without limitation, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

G. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall 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, 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 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 provision 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 operate without members, and all rights which otherwise would vest in members under the Act instead shall vest in the Board of Directors. If the Corporation's Board of Directors elects to have members, these articles shall be amended to so state.

If the Board of Directors amends these articles to provide for members:

A. Each member shall have such rights as are provided in the Act and the Corporation's Bylaws and as are consistent with the management authority that these Articles grant the Corporation's Board of Directors;

B. The Board of Directors may authorize members to vote, on an advisory basis, on the Corporation's policies and programs, and any such vote shall serve to advise the Board of Directors in its deliberations; otherwise, members shall not have voting privileges;

C. 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, all according to the discretion of the Board of Directors; and

D. The Board of Directors may fix the amount of membership dues from time to time, and make them payable at such times or intervals, upon such notice, and by such methods as the Board of Directors may prescribe.

### **ARTICLE VIII. BOARD OF DIRECTORS.**

The affairs of the Corporation shall be managed by its Board of Directors, which may be designated a Council of Directors or given some similar name or designation in the Corporation's Bylaws. The Board of Directors shall consist of not less than six (6) nor more than seventy (70) individuals. The actual number, types, classes, terms, and voting privileges of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws. The persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Bethine Church	480 N. Walnut Street Boise, ID 83712
Robert B. Hayes	1418 Warm Springs Avenue Boise, ID 83712
Orval Hansen	5555 Little Falls Road Arlington, VA 22207
James A. McClure	9440 Pebblebrook Lane Boise, ID 83703
Cecil D. Andrus	P.O. Box 852 Boise, ID 83701
Ernie Day	2433 Claremont Drive Boise, ID 83702
Earl Holding	550 East South Temple P.O. Box 30825 Salt Lake City, UT 84130-0825

Carl Burke	1807 East Montello Lane Boise, ID 83712
Stanley Burns	1152 Santa Maria Drive Boise, ID 83712
Michael & Candace Humphreys	72 Abbott Road Wellesely Hills, MA 02181
Sally & Roland S. MacNichol	47 Cove Road Lyme, CT 06371
Ted & Helen Pardoe	234 East 49th Street New York, NY 10017
Ray & Martha Sadler	874 South County Road Palm Beach, FL 33480
Marie Osborn, C.R.N.P.	P.O. Box 129 Stanley, ID 83278
Ken & Pam Smith	14005 River Bend Road Battleground, WA 98604
Cliff Hansen	HC 63, Box 1777 Challis, ID 83226
Susan & Daniel Mahoney, III	P.O. Box 3057 Palm Beach, FL 33480
Jody & Earl Reynolds	2390 East Gossamer Lane Boise, ID 83706
Jeffrey C. Fereday	420 E. Crestline Drive Boise, ID 83702
Sheila & Dave Mills	Box 207 Salmon, ID 83467
Edward Stimpson	105 East Highland View Drive Boise, Idaho 83702
Kevin Syms	P.O. Box 2610 Sun Valley, Idaho 83353
Doug & Ann Christensen	HC 64, P.O. Box 8299 Ketchum, Idaho 83340

## **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 the 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## **ARTICLE XI. INCORPORATOR.**


The incorporator is Bethine Church, whose street address 480 North Walnut Street, Boise, Idaho 83712.

## **ARTICLE XII. BYLAWS.**

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

DATED this 17 day of July, 1997.

INCORPORATOR

  
Bethine Church