



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

LEWIS-CLARK NIDOLETA CLUB, INC.

was filed in the office of the Secretary of State on the twenty-sixth day of April A. D. One Thousand Nine Hundred seventy-three and is ~~only~~ recorded on ~~Film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Lewiston, Idaho in the County of Nez Perce and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 26 day of April A.D., 19 73.

Secretary of State.

ARTICLES OF INCORPORATION
OF
LEWIS-CLARK WILDLIFE CLUB, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, ROBERT FACKLER, CLIFF DORAN, PATRICIA BUSCH, GENE WIGHTMAN, and GARY LOHMAN, all being of full age and citizens of the United States of America, with our post office addresses as hereinafter set forth in Article V. desiring to form a non-profit, cooperative association under the laws of the State of Idaho in such cases made and provided, with the objects and purposes as hereinafter set forth, do hereby, in order to form such Association, make, subscribe and acknowledge in triplicate the following Articles of Incorporation or Association, and we do each hereby certify:

ARTICLE I.

The name of the corporation shall be "LEWIS-CLARK WILDLIFE CLUB, INC."

ARTICLE II.

The term of existence of said Association shall be perpetual.

ARTICLE III.

The location of said Association shall be Lewiston, Nez Perce County, Idaho, and the post office address at the date of incorporation shall be P. O. Box 146, Lewiston, Idaho 83501.

ARTICLE IV.

Said Association shall be operated solely by its members with the objects and purposes which are generally, the perpetuation, protection,

and propagation of fish and game in the State of Idaho, and it shall lend assistance where ever possible to the Idaho Fish and Game Department. All activities of said Association shall be non-profitable and it shall be authorized:

A. To promote, foster and encourage fellowship and sportsmanship among the members of this organization;

B. To promote and to lend assistance to all State and Federal agencies concerned with the wise management, propagation, and protection of fish and game within the State of Idaho;

C. To cooperate with local civic enterprises in the City of Lewiston, Nez Perce County, Idaho, as well as other municipalities in the general area of the business office of the Association, in the furtherance of the welfare of the inhabitants of any such municipalities;

D. To provide its members with meeting facilities, recreational and educational facilities commensurate with the purposes of the Association; to provide opportunities for its members to meet socially and to encourage social and philanthropic activities among its members dedicated to the perpetuation and enjoyment of wildlife;

E. To provide instruction to its members and to members of the public generally in firearm safety and use; to provide community wide instruction relating to wildlife and the prevention of cruelty thereto.

F. To lease, buy, acquire, own and hold any real and/or personal property in the State of Idaho or elsewhere, which may be in any way requisite, necessary or convenient for use of its purposes aforesaid, and capable of being used in connection with the objects and purposes of the Association, and also to mortgage, hypothecate, transfer, lease, exchange, trade and/or dispose

of any of such real and/or personal property whenever it shall be in the interests of this Association to do so;

G. To exercise and perform any and all powers which are incidental to or are in furtherance of any of its purposes which are permitted to it under the laws of the State of Idaho, and not inconsistent with the provisions of Chapter 10 of Title 29 of the Idaho Code Annotated as now existing or hereafter amended governing non-profit, cooperative associations, and further, to do all acts permitted by said Chapter 10 of Title 29, Idaho Code Annotated, as now existing or as hereafter amended.

ARTICLE V.

The names and addresses of the organizers and incorporators of this Association are:

Robert Fackler	517 Bryden Avenue Lewiston, Idaho 83501
Cliff Doran	513 Burrell Lewiston, Idaho 83501
Patricia Busch	300 Main Lewiston, Idaho 83501
Gene Wightman	407 Park Drive Lewiston, Idaho 83501
Gary Lohman	932 Airway Lewiston, Idaho 83501

ARTICLE VI.

The number of directors of this Association shall be fourteen (14), and the directors who shall serve for the first year or until the first election of directors are and shall be:

1. Robert Fackler
2. Cliff Doran
3. Patricia Busch
4. Gene Wightman

5. Gary Lohman
6. Bob Wightman
7. Jack Gruber
8. Lester Wold
9. Chuck Wagner
10. Tom Atkinson
11. William Kemp
12. John Fisher
13. Fred Tarbox
14. Harvey Dale

No person shall be a director who is not a member of this Association. All vacancies in the Board of Directors or among the officers of the Association shall be filled by the remaining directors. Eight (8) directors shall constitute a quorum, and every decision by a majority of such quorum shall be valid as an act of the Association. All meetings of said Board of Directors shall be held at such place as the By-Laws may provide in Nez Perce County, Idaho.

ARTICLE VII.

These Articles may be amended according to the laws of the State of Idaho by a vote of a majority of the members of this Association present at a meeting called for that purpose or by two-thirds (2/3) vote of the directors, **PROVIDED, HOWEVER,** that the original purpose of this Association shall not be altered and no member hereof shall ever be made individually liable for any debts of the Association.

ARTICLE VIII.

This Association or Corporation shall not have or issue any capital stock, but it shall issue membership certificates only to each member thereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the Association, except by resolution of the Board of Directors, and under such regulations as the By-Laws may prescribe. In this Association, the rights and interests of all members shall

be equal, and no member shall have or acquire a greater interest or voting right therein than any other member. No member of this Association shall be individually liable at any time for any debts of the Association. No part of any individual member, and no distribution of any property of the Association shall ever be made to any member, and no member shall have any interest in any of the assets and property of the Association.

ARTICLE IX.

Any person who is a citizen of the United States of America, and of legal age, and of good moral character, and who evidences an interest in the purposes of this Association, may become a member of this Association if approved by a majority vote of the Board of Directors.

ARTICLE X.

The officers of this Association shall be a President, Vice-President, Secretary, Treasurer, Immediate Past President, and Confirmed Committee Chairman of the following standing committees:

- Membership
- Program and Publicity
- Archery
- Wildlife
- Gun Range
- Ways and Means
- Enviromental
- Landowner-Sportsman
- District II Representative

All of these officers shall be members of the Board of Directors and chosen by the Board of Directors.

ARTICLE XI.

The regular meeting of the members of this Association for the transaction of all regular business and the election of directors shall be held on the second Tuesday of December of each year at such a place as the

Board of Directors shall designate in Nez Perce County, State of Idaho, commencing at the hour of 7:00 o'clock P.M.

ARTICLE XII.

The undersigned do hereby expressly certify that pecuniary profit is not the object of this Association or the incorporators thereof, and that the same is not organized or to be conducted for the purpose, directly or indirectly, of fixing the price, or regulating the production, of any article of commerce or of produce of the soil, or of consumption by the people.

ARTICLE XIII.

That all other matters governing the operation and conduct of this Association or Corporation shall be set forth in the By-Laws to be adopted under the laws and statutes of the State of Idaho in such cases made and provided.

IN WITNESS WHEREOF, we have hereunto set our hands this

25th day of April, 1973.

Robert Jackler

Dathene Busch

Cliff Eason

Lore A. Wightman

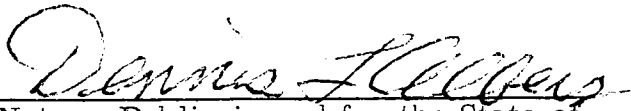
Ray Solomon

STATE OF IDAHO)
 : ss.
County of NEZ PERCE)

On this 25th day of April, 1973, before me, a Notary Public in and for the State of Idaho, personally appeared ROBERT FACKLER, CLIFF DORAN, PATRICIA BUSCH, GENE WIGHTMAN and GARY LOHMAN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

(NOTARY SEAL)


Notary Public in and for the State of
Idaho, Residing at Lewiston, therein