

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

WOOD RIVER LAND TRUST COMPANY  
File Number C 106731

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of WOOD RIVER LAND TRUST COMPANY, 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: February 3, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. D. Whitworth*

ARTICLES OF INCORPORATION  
OF  
WOOD RIVER LAND TRUST COMPANY  
AS AMENDED AND RESTATED  
21 JANUARY 1997

FEB 3 10 33 AM '97  
SECRETARY OF STATE  
STATE OF IDAHO

PREAMBLE

At a regular meeting of the Board of Directors of the Wood River Land Trust Company on January 21, 1997, with all eleven of the directors present, the Board voted unanimously in favor of becoming a membership organization and amending Article VII of the following Articles of Incorporation accordingly.

I.

The name of the corporation is Wood River Land Trust Company.

II.

The corporation is a nonprofit corporation organized and operating under the Idaho Nonprofit Corporation Act, Section 30-3-1 et seq., Idaho Code

III.

The corporation is organized to qualify as a tax exempt organization pursuant to the requirements of Section 501(c)(3), Internal Revenue Code, as amended, and its purposes shall include, but are not limited to, the conservation, acquisition, and management of land and easements and interests in land within, but not limited to, the Wood River watershed.

The corporation shall have all of the powers granted nonprofit corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the tax exempt purposes of organizations set forth in Section 501(c)(3), Internal Revenue Code, as amended.

IV.

The names and mailing addresses of the persons who are to serve as the initial directors until the first annual meeting of the corporation, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Mailing Address</u>
Carol P. Brown	P.O. Box 2678 Hailey, ID 83333
Alexander S. Giltinan, Jr.	P.O. 3974 Ketchum, ID 83340
Molly G. Goodyear	P.O. Box 6076 Ketchum, ID 83340
Michael C. Medberry	P.O. Box 2480 Ketchum, ID 83340
Christina Potters	P.O. Box 416 Ketchum, ID 83340
Paul Potters	P.O. Box 416 Ketchum, ID 83340

IDAHO SECRETARY OF STATE  
DATE 02/03/1997  
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Kent H. Pressman

P.O. Box 729  
Ketchum, ID 83340

Henry Whiting, II

P.O. Box 2998  
Ketchum, ID 83340

Macauley Whiting, Sr.

P.O. Box 1980  
Sun Valley, ID 83353

V.

The street address of the registered agent is 411 East 6th Street, Ketchum, Idaho, and the name of its initial registered agent at such address is the Environmental Resource Center.

VI.

The names and mailing addresses of each incorporator are:

<u>Name</u>	<u>Mailing Address</u>
Carol P. Brown	P.O. Box 2678 Hailey, ID 83333
Alexander S. Giltinan, Jr.	P.O. 3974 Ketchum, ID 83340
Molly G. Goodyear	P.O. Box 6076 Ketchum, ID 83340
Michael C. Medberry	P.O. Box 2480 Ketchum, ID 83340
Christina Potters	P.O. Box 416 Ketchum, ID 83340
Paul Potters	P.O. Box 416 Ketchum, ID 83340
Kent H. Pressman	P.O. Box 729 Ketchum, ID 83340
Henry Whiting, II	P.O. Box 2998 Ketchum, ID 83340
Macauley Whiting, Sr.	P.O. Box 1980 Sun Valley, ID 83353

VII.

The corporation shall have members as to be specified in an amendment to the Bylaws of the corporation. Different classes of membership, if any, voting and other rights, if any, shall be set forth in the Bylaws as amended. No capital stock or certificates evidencing shares of the same shall be issued. The corporation is one which does not contemplate pecuniary gain or profit, and is not organized nor will business be conducted for the purpose, directly or indirectly, either for profit or the production of any article of commerce.

VIII.

In the event of the dissolution or other termination of the corporation, the balance of all money and other passets and property held or received by the corporation from any source, after the payment of its debts and obligations, shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax-exempt status under Section 501(c)(3), Internal Revenue Code, as amended, and which actively supports the conservation of open spaces, natural resources, recreational access, and wildlife habitats in the State of Idaho.

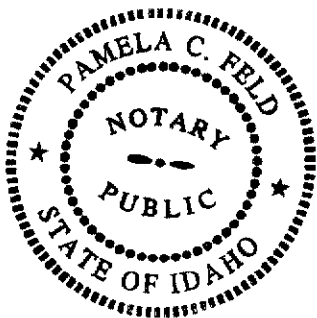
Amended this 21st day of January, 1997



Kent H. Pressman  
President  
Board of Directors

STATE OF IDAHO                    )  
  ) ss.  
COUNTY OF BLAINE            )

I, PAMELA C. FELD, a notary public, do hereby certify that on this  
21st day of January, 1997, personally appeared before me, Kent H. Pressman  
who, being by me first duly sworn, declared that he is the President of the Board of Directors of  
the WOOD RIVER LAND TRUST COMPANY, and that he or she signed the foregoing document  
as President of the Board of Directors, and that the statements therein contained are true.



PAMELA C. FELD  
Notary Public for Idaho  
Commission expires: 8 Jan 99