

FILED EFFECTIVESECRETARY OF STATE
STATE OF IDAHO**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
JACK O'CONNOR HUNTING HERITAGE & EDUCATION CENTER, INC.**

The undersigned Board of Directors of the above nonprofit corporation does hereby amend and restate its Articles of Incorporation pursuant to the Idaho Nonprofit Corporation Act.

ARTICLE I.**Name.**

The name of this Corporation is JACK O'CONNOR HUNTING HERITAGE & EDUCATION CENTER, INC.

ARTICLE II.**Nonprofit**

The Corporation is a nonprofit corporation.

ARTICLE III.**Period of Duration.**

The duration of this Corporation is to be perpetual.

IDAHO SECRETARY OF STATE
05/21/2010 05:00
CK: 2069 CT: 240244 DN: 1223424
1 @ 30.00 = 30.00 NON PROF A # 2

ARTICLE IV.**Registered Office and Registered Agent.**

The address of the registered office of this Corporation are 355 West Shiloh Drive, Lewiston, Idaho, 83501. The name of the initial registered agent of this corporation at that address is Jeffrey G. Nasset.

ARTICLE V.**Purposes and Powers.**

Section 1. Purposes. The purposes for which the Corporation is organized and will be operated are as follows:

- A. To provide for the re-development of a structure and the creation of an ongoing program to house and perpetuate public understanding of: (a) the hunting heritage, (b) sport shooting & education, and (c) the Jack O'Connor legacy - in Lewiston, Idaho, at Hells Gate State Park or such other place as may be deemed appropriate by the Corporation.
- B. To engage in charitable, religious, educational, or scientific endeavors within the meaning of Section 501(c)(3) of the Internal Revenue Code of the 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).
- C. 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.

C151904

ARTICLE VI.
Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or to be distributable to, its members, directors, officers, or other private person except that the Corporation shall be authorized and empowered to pay 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.
Membership.

This Corporation shall not have members.

ARTICLE VIII.
Directors.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased and decreased in such manner as described in the Bylaws and shall not be less than five nor more than seventeen.

ARTICLE IX.

Provisions for Regulation of Corporations Internal Affairs

Section 1. Meetings of Directors. Meetings of the Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Nonprofit Corporation Act and these Articles of Incorporation.

Section 3. Contracts in which Directors Have an Interest. The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect. Any conflicts of interest, unless otherwise provided in the Bylaws, shall be governed by the Act.

Section 4. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification.

**ARTICLE X.
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 purpose of the Corporation.

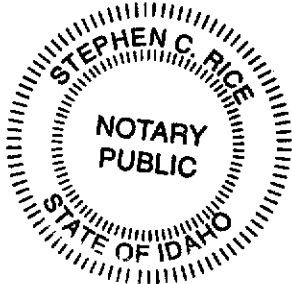
IN WITNESS WHEREOF, the undersigned, being the chairman of this corporation executes this Amended and Restated Articles of Incorporation in duplicate, and certifies to the truth of the facts herein stated, this 12th day of May, 2010, as approved by the Board of Directors.



Joel Ristau, Chairman

STATE OF IDAHO)
) ss.
COUNTY OF NEZ PERCE)

On this 12th day of ^{May}~~November~~, 2010, before me, Stephen C. Rice, a notary public, personally appeared Joel Ristau to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of the Jack O'Connor Hunting, Heritage & Education Center.

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




NOTARY PUBLIC for Idaho
Residing at Lewiston .
My commission expires on 3-25-11

Certificate

Comes now Stephen C. Rice and does hereby certify as follows:

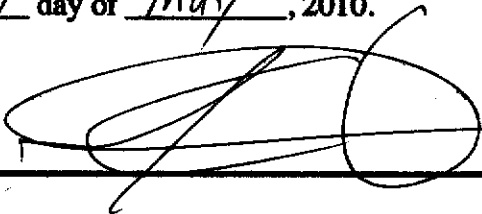
1. I am a duly appointed member of the Board of Directors of the Jack O'Connor Hunting Heritage & Education Center, Inc..

2. That the Amended and Restated Articles of Incorporation of Jack O'Connor Hunting Heritage & Education Center were approved by the board of directors of said nonprofit organization by unanimous vote at he regularly scheduled meeting on May 12, 2010, pursuant to duly given notice.

3. The approval and amendment of the amended and restated articles of incorporation did not require the approval of any member or members or any other person or persons.

4. The notice given to the board of directors was the only notice required or given.

Dated this 19th day of May, 2010.



Subscribed to and sworn to before me Joan E. Jones, a notary public in and for the State of Idaho on this 19th day of May, 2010., at Lewiston, Idaho.



My commission expires on 12-31-2012