

AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
IDAHO RIVER COMMUNITY ALLIANCE, INC.

For Office Use Only
-FILED-
File #: 0003753579
Date Filed: 1/23/2020 1:45:00 PM

Pursuant to Part 7 the Idaho Nonprofit Corporation Act, Idaho Code, Title 30, Chapter 30 (the "Act"), the directors of Idaho River Community Alliance, Inc. (the "Corporation") hereby adopt the following Amended and Restated Articles of Incorporation for the Corporation (the "Amended Articles"):

Article I
Name

The name of the Corporation is Idaho River Community Alliance, Inc.

Article II
Principal Office

The Corporation's principal office in Idaho is: c/o Roy Akins, 913 N. MacArthur Avenue, P.O. Box 402, Riggins, Idaho 83549.

Article III
Purpose

3.1 Section 501(c)(6). The Corporation is organized primarily for one or more of the purposes specified in Section 501(c)(6) of the Internal Revenue Code. Notwithstanding any provision of these Amended Articles to the contrary, the Corporation will only carry on activities permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code.

3.2 Salmon and Steelhead. The Corporation may engage in any lawful act for which a nonprofit corporation may be organized under the Act. Without limiting the generality of the preceding sentence, the Corporation will (a) be an organization comprised of outfitters and guides, businesses and Idaho communities dependent on maintaining robust and viable salmon and steelhead fisheries and preserving both wild and hatchery-raised salmon and steelhead, and (b) represent the shared interests of these individuals/entities in dialogue, education and collaboration with other interested parties, including public officials, governmental agencies and officers and participating in legal and administrative actions on behalf of the Corporation.

3.3 Business Activities. In connection with the purposes described in this Article III, the Corporation may (a) solicit and receive contributions, (b) purchase, own and sell real and personal property, (c) make contracts, and (d) spend and invest corporate funds.

3.4 Net Earnings. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its directors, officers or other persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered to the

B0421-8480 01/23/2020 1:45 PM Received by ID Secretary of State Lawrence Denney

Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

Article IV Members

~~The Corporation will have members who will have such rights as are provided in the Act that are consistent with the management authority that these Amended Articles grant the Board of Directors of the Corporation (the "Board"). A person becomes a member of the Corporation when the person is elected to the Board.~~

~~Alternative: A person may become a member of the Corporation upon payment of the annual dues fixed by the Board.~~

Article V Board of Directors

The affairs of the Corporation will be managed by the Board. The number of directors serving on the Board will be fixed in accordance with the Corporation's Bylaws. Each director will, at all times, be a member of the Corporation. Other than the initial directors identified in the Articles of Incorporation, directors will be elected by the existing directors of the Corporation in the manner and for the terms provide in the Corporation's Bylaws.

Article VI Membership Dues

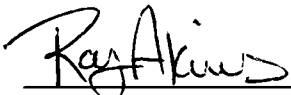
The Corporation may charge membership dues to all members or classes of membership in equal or different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board is authorized to fix the amount of membership dues from time to time and to make dues payable at such times or intervals and upon such notice and by such methods as the Board may prescribe.

Article VII Treatment of Assets on Dissolution

On dissolution, the assets of the Corporation will be distributed in a manner consistent with law. Without limiting the generality of the preceding sentence, on termination or dissolution of the Corporation any assets lawfully available for distribution will be distributed to one or more qualifying organizations described in Section 501(c)(6) of the Internal Revenue Code.

Signatures

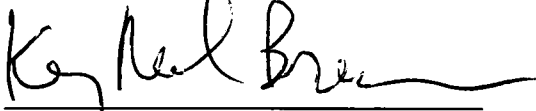
In witness whereof, the undersigned, representing all of the directors of the Corporation, have signed these Amended Articles in duplicate effective Dec 9th, 2019.



Roy Akins, Chair



Tom Anderson, Director

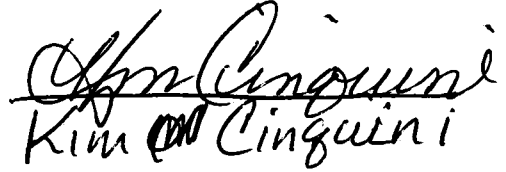


Kerry Brennan, Director



Mike Adams, Director

~~Kim Olson, Director~~


Kim Cinguni

* our choice