

FILED EFFECTIVE

**RESTATED ARTICLES OF INCORPORATION
KANJIUSU LAND TRUST, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Idaho Code Section 30-3-94, the following are submitted as the Restated Articles of Incorporation of Kaniksu Land Trust, (hereinafter the "Land Trust"), an Idaho nonprofit corporation originally formed under the name Clark Fork-Pend Oreille Conservancy, Inc. From and after filing with the Idaho Secretary of State, these Restated Articles shall supersede all prior filings and shall serve as the Articles of Incorporation of the Land Trust.

ARTICLE 1

The name of the corporation is Kaniksu Land Trust, Inc.

ARTICLE 2

The period of its duration is perpetual.

ARTICLE 3

(a) The Land Trust is organized and shall be operated exclusively for charitable and educational purposes of (1) conserving natural resource lands in the Lower Clark Fork River-Lake Pend Oreille watershed and (2) protecting, maintaining and enhancing the watershed's outstanding fish and wildlife habitat, water quality and recreation resources in perpetuity. In furtherance of these purposes, the Land Trust shall work cooperatively within the communities of western Montana and northern Idaho, to preserve critical areas, through acquiring and managing interests in land, including qualified conservation easements under §170(h) of the Internal Revenue Code of 1986, as amended ("IRC").

(b) It is intended that the Land Trust shall have the status of a corporation which is exempt from federal income taxation under IRC §501(a) as an organization described in IRC §501(c)(3) and which is other than a private foundation by reason of being described in IRC §509(a)(1). These Articles shall be construed accordingly, and all powers and activities of the entity shall be limited accordingly.

ARTICLE 4

(a) No part of the net earnings of the Land Trust shall inure to the benefit of, or be distributable to its members, trustees, officers or

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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 3 above.

(b) No substantial part of the activities of the Land Trust shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Land Trust shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or opposing any candidate for public office.

(c) Notwithstanding any other provision in these Articles of Incorporation to the contrary, the Land Trust shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under IRC §501(c)(3), or by a corporation the contributions to which are deductible under IRC §170(c)(2).

ARTICLE 5

Upon dissolution, the Land Trust's assets shall be distributed for one or more exempt purposes within the meaning of IRC §501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6

Pursuant to Idaho Code Section 30-3-36, the Land Trust shall not have members; nevertheless, the board of directors may authorize the formation of one or more groups of "Friends" or other non-voting individuals and organizations, who may provide non-binding advice on any matter, as determined by the board.

ARTICLE 7

(b) The affairs of the Land Trust shall be managed under the direction of its board directors, the members of which shall be elected by any lawful method set forth in the corporation's bylaws. Unless the

board of directors provides for another method of designation or appointment in the corporation's bylaws, the directors shall be elected by the board.

ARTICLE 8

The physical address of the registered office of the corporation is 1215 Michigan Street, Suite A, Sandpoint, ID 83864; the registered agent at such address is Eric Grace. The mailing address of the corporation is P. O. Box 2123, Sandpoint, ID 83864.

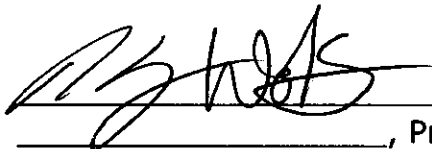
CERTIFICATION

Eric Ford Nyles Gremay-Wolf, acting president of the Land Trust, hereby certifies under Idaho Code Section 30-3-94(8) as follows:

That these Restated Articles of Incorporation have been duly adopted by the corporation's board of directors; and

That the Land Trust does not have members or any persons other than its board of directors whose approval is required by law.

Dated 12/20/13.

, President