

CERTIFICATE OF INCORPORATION  
OF

IDAHO RIVERS COALITION, INC.

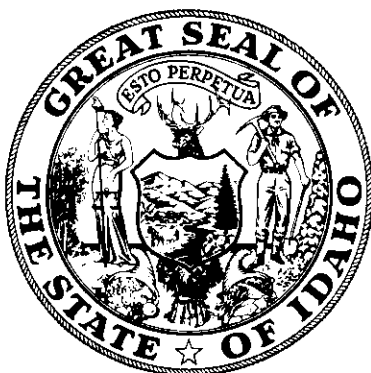
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

IDAHO RIVERS COALITION, INC.

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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated February 24, 19 84.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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SECRETARY OF  
STATE

ARTICLES OF INCORPORATION  
OF  
IDAHO RIVERS COALITION, INC.

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for the Corporation.

ARTICLE I

The name of the Corporation is Idaho Rivers Coalition, Inc. This Corporation is a non-profit corporation.

ARTICLE II

The period of this Corporation is perpetual.

ARTICLE III

The purposes for which the Corporation is organized are as follows:

A. To promote the welfare of the citizens of Idaho by providing protection to Idaho rivers from developments detrimental to wildlife, recreation, geologic, cultural, historic, esthetic, and other values. This shall include but not be limited to the following:

1. Placing an initiative on the November 1984 general election ballot called, "Idaho Natural and Recreational River System Initiative."
2. Educating the citizens of the State of Idaho about threats to the State's rivers and streams.

B. 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 which a corporation formed under Chapter 3, Title 30, Idaho Code or any amendment thereto or substitute for, may not at that time lawfully carry on or do.

Notwithstanding any other provisions in 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)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IV

The location of this Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 1617 N. 12th Street, Boise, Idaho 83702, and the name of the initial registered agent at this address is Mary Grunewald McGown.

#### ARTICLE V

The affairs of this Corporation shall be governed by a body chosen by its membership which shall be called the Board of Directors. The Board shall consist of three (3) individuals who may elect successor directors. The officers of the Corporation shall be chosen by the Board of Directors from among the directors. The officers shall consist of a chairman, vice chairman, secretary, and treasurer. Elections shall be held annually, the date and place to be fixed by the Board of Directors. Only a single vote may be cast by a member for an individual, and all procedures shall be set forth in the By-laws of this Corporation.

The names and addresses of the first-named Board of Directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Bruce Bistline	1436 W. Bannock St., Boise, ID 83701
C.R. Knapp	1906 Cataldo Dr., Boise, ID 83705
Mary Grunewald McGown	1617 N. 12th St., Boise, ID 83702

#### ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or 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 III.

#### ARTICLE VII

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or social welfare purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) or (c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the

Board of Directors shall determine. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

The name and place of residence of the Incorporator is:  
Mary Grunewald McGown, 1617 N. 12th Street, Boise, ID 83702.

#### ARTICLE IX

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By-laws.

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation this 24<sup>th</sup> day of February, 1984.

Mary Grunewald McGown  
MARY GRUNEWALD MCGOWN