

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

IDAHO PARK FOUNDATION, INC.

was filed in the office of the Secretary of State on the **eighteenth** day of **December** A. D. One Thousand Nine Hundred **seventy-two** and is ^{to be} recorded on ~~File No.~~ **microfilm** Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **December**, A.D., 19 **72**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO PARK FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, each being a natural person of full age and a citizen of the United States of America, desiring to form a nonprofit charitable corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 11, do hereby certify the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be the
IDAHO PARK FOUNDATION, INC.
and its duration shall be perpetual.

ARTICLE II

The location and post office address of the registered office of this corporation shall be at 2263 Warm Springs Avenue, Boise, Ada County, Idaho.

ARTICLE III

This corporation is organized as a nonprofit corporation exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, by lessening the burdens of government within the State of Idaho.

The primary activity of the corporation shall be to solicit and receive contributions of money and real and personal property from public or private sources, and pay them over to public recreation agencies within the State of Idaho, as provided in Section 170 (b) (1) (A) (v) of the Internal Revenue Code of 1954.

ARTICLE IV

The internal affairs of the corporation shall be regulated by the By-Laws of the corporation.

ARTICLES OF INCORPORATION

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 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, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE V

Upon the 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 of the assets of the corporation in such manner, to the State of Idaho or to its political subdivisions, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) 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 of such assets not so disposed of shall be disposed of by the Idaho 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 VI

This corporation shall be the successor in interest to the IDAHO STATE PARKS BENEFIT ASSOCIATION, an unincorporated nonprofit charitable service organization, and is formed by unanimous vote of the membership at a meeting held on the 15th day of December, 1972, at 9:00 o'clock a.m. at 2263 Warm Springs Avenue, Boise, Ada County, State of Idaho, the time and place of such meeting having been published two (2) weeks in advance in the Idaho Statesman, a newspaper published and circulated in Boise, Idaho, and its surrounding area, and posted in a conspicuous place at the building where the election was held for two (2) weeks preceding the election. Said notices expressly stated that the purpose of such meeting would be for the election of directors of the corporation.

At such meeting, by motion duly made and seconded, a unanimous ballot was cast for the election of the persons named in Article VII hereof as the Board of Directors of this corporation.

ARTICLE VII

The business and affairs of the corporation shall be managed and controlled by a Board of Directors. The number of directors shall be ten (10). The incorporators and initial Board of Directors are the same, consisting of the following persons:

NAME	ADDRESS
1. Mr. R. J. Bruning	Box 968, Wallace, ID 83873
2. Mr. Wynne Blake	821 6th Avenue, Lewiston, ID 83501
3. Mr. Ernie Day	P.O. Box 8386, Boise, ID 83707
4. Mrs. Barnee Erkins	Box 232, Buhl, ID 83316
5. Mr. Robert C. Huntley	509 S. 19th Avenue Pocatello, ID 83201
6. Mayor Eddie Pedersen	308 C Street, P.O. Box 220 Idaho Falls, ID 83401
7. Mrs. Hope Kading	3512 N. Maplegrove, Boise, ID 83702
8. Mr. Dick Vetter	3505 Crescent Rim Drive Boise, ID 83705
9. Mr. Robert E. Smylie	Box 1466, Boise, ID 83701
10. Mr. Art Manley	1109 11th St., Coeur d'Alene, ID 83814

ARTICLE VIII

This corporation shall have no capital stock and shall be composed of members rather than shareholders. Members of the corporation shall be selected in the manner provided in the By-Laws.

No interest of any members in this corporation shall be assignable or transferable and shall not be considered as having any monetary value.

ARTICLE IX

The members of this corporation shall have the power, by a majority vote of a quorum present in person or by proxy at any regular meeting, to amend these Articles of Incorporation from time to time, except that an amendment changing the number of directors in the corporation must be by a two-thirds vote of the members present at the meeting in person or by proxy. Public notice of the intention to amend the Articles of Incorporation shall be given in conformity with Idaho Code, Section 30-1103.

ARTICLE X

The directors of this corporation shall have power, by a majority vote, to make, amend and repeal the By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 15th day of December, 1972.

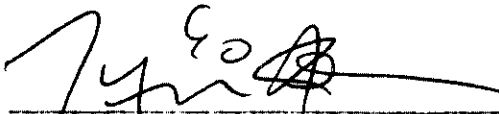
James H. Deane
Richard Wetten
Mr. C. E. Fading
Robert C. Hughes, Jr.
Ed. May
Bernardine Ekins
William E.
J. H.

STATE OF IDAHO)
County of Ada) ss.

On this 15th day of December, 1972, before me,
the undersigned, a Notary Public in and for the State of Idaho, personally
appeared Mr. R. J. Bruning, Mr. Wynne Blake, Mr. Ernie Day, Mrs.
Barnee Erkins, Mr. Robert C. Huntley, Mrs. Hope Kading, Mr. Dick Vetter,
Mr. Art Manley

known to me to be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certification first hereinabove
written.


Notary Public for Idaho
Residing at: BOISE, COUNTY OF ADA
My Commission Expires: APRIL-20-1975

VERIFICATION

I, F. HOPE KADING, do hereby certify that as Chairman and Secretary of the Idaho Park Foundation Association, of Boise, Ada County, State of Idaho, I presided over the meeting of the membership of such unincorporated association, held on the 15th day of December, 1972, and referred to in Article VI of the foregoing Articles of Incorporation, and do further certify that all the facts stated in Article VI concerning publication and notice and the contents thereof, and concerning the election held pursuant thereto are true, and I have accordingly hereunto set my hand this 15th day of December, 1972.

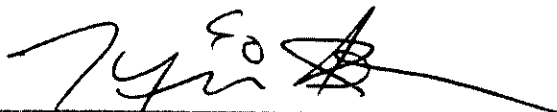
F. Hope Kading

STATE OF IDAHO }
County of Ada } ss.

On this 15th day of December, 1972, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared F. HOPE KADING

known to me to be the person whose name is subscribed to the within instrument, and acknowledge to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certification first hereinabove written.


Notary Public for Idaho
Residing at: BOISE, COUNTY OF ADA
My Commission Expires: APRIL-20-1975