

FILED EFFECTIVE



ARTICLES OF AMENDMENT

(Non-profit)

To the Secretary of State of the State of Idaho
 Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
 non-profit corporation amends its articles of incorporation as
 follows:

1. The name of the corporation is:

Wildlife Organization Learning Facility, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

Please see attached

3. The date of adoption of the amendment(s) was: November 22, 2014

4. Manner of adoption (check one):

Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

a. The number of directors entitled to vote was: _____
 b. The number of directors that voted for each amendment was: _____
 c. The number of directors that voted against each amendment was: _____

The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote was: 9 _____

b. The number of members that voted for each amendment was: 8 _____

c. The number of members that voted against each amendment was: 0 _____

Dated: November 22, 2014

Signature:

Typed Name: Cathy Sparks

Capacity: Secretary

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

11/28/2014 05:00

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 Revised 10/2003

Web Form

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SECRETARY OF STATE
 STATE OF IDAHO

AMENDED & RESTATED
ARTICLES OF INCORPORATION FOR
WILDLIFE ORGANIZATION LEARNING FACILITY, INC.
AN IDAHO NON-PROFIT CORPORATION

This Articles of Incorporation are made this 14 day of August 2014 and
Amended on November 22, 2014.

I.

The name of the company shall be Wildlife Organization Learning Facility, Inc.

II.

The purpose of the corporation is exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, but not limited to, providing for public access to wolves and other native Northwest wildlife; education and enlightenment to the general public about wolves and other native Northwest wildlife; the engagement in conservation activities related to wolves and other native Northwest wildlife; to raise money for all of the foregoing; and to engage in any other lawful activity as may be determined by the board of directors.

III.

The incorporator and initial director of the corporation is Nancy J. Taylor.

IV.

The corporation will have members. The membership structure will be set forth in the corporation by-laws as determined by the board of directors.

V.

The directors shall do all things necessary to effectuate the purposes of the corporation, including the adoption of by-laws and the election of a president, vice-president, secretary and treasurer, and delineate the powers and duties of each.

VI.

The corporation shall indemnify, defend and hold harmless, all directors and officers from any liability associated with any act taken by the same in good faith and in furtherance of the corporation's purposes.

VII.

These Articles of Incorporation and the approved by-laws may only be amended by a vote of 75% of all existing members.

VIII.

No member may be removed as a member except for disorderly conduct at a meeting or other conduct detrimental to the corporation and only after a fair and reasonable procedure.

IX.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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.

X.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Dated this 22 day of November, 2014

Nancy J. Taylor

Nancy J. Taylor, Incorporator/Director - President
461469 Hwy 95, Cocolalla, ID 83813 – Registered Agent

Jan Longshore

Jan Longshore, Director - Vice President
395 Raven View Dr., Sagle, ID 83860

Ann Sydow

Ann Sydow, Director - Treasurer
1594 E Yellowpine, Athol, ID 83801

Bill Ross

Bill Ross, Director - Wildlife Handler
461469 Hwy 95, Cocolalla, ID 83813

Cathy Sparks

Cathy Sparks, Director - Secretary
3585 E Ohio Match Rd, Hayden, ID 83835

Bill Howell

Bill Howell, Director - At Large
4107 Samuelson Ave. Apt. 213, Sandpoint, ID 83864