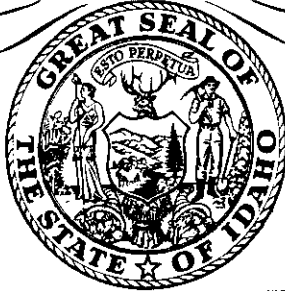


State of Idaho



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

PHILLIPS ROD AND GUN CLUB, INC.

was filed in the office of the Secretary of State on the fourteenth day
of October, A. D. One Thousand Nine Hundred Sixty-three and
is duly recorded on Film No. 115 of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
~~perpetual existence~~ from the date hereof, with its registered office in this State located at
Remo Valley in the County of Boiseville.
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, 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 14th day of October,
A.D., 1963.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENT

That we, the undersigned, citizens of the United States of America, all over the age of 21 years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, relating to nonprofit cooperative associations, and we certify as follows:

ARTICLE I

NAME AND PURPOSE

1. The name of this association shall be Phillips Rod and Gun Club, Inc., or such modification of that name as the Secretary of State may require and the Board of Directors approve.
2. The purposes of this corporation shall be:
 - a. To encourage organized rifle and pistol shooting among the members of this association with a view toward better knowledge on the part of such citizens of the safe handling, use, and proper care of firearms, as well as improve marksmanship.
 - b. To encourage and forward the development of those characteristics of honesty, good fellowship, self-discipline, team play and self-reliance which are the essentials of good sportsmanship and the fundamentals of true patriotism.
 - c. To encourage and promote the conservation of wild life and natural resources upon which it depends.
 - d. To promote such other material interests such as camping, fishing, hunting, etc., as may be deemed advisable by the membership.
3. The association is not organized for commercial purposes nor for pecuniary profit and no part of the net earnings thereof shall inure benefit of any individual, but shall inure exclusively to the benefit of the association strictly as a nonprofit cooperative association.

ARTICLE II

DURATION, LOCATION AND MEMBERSHIP

1. This association is to have perpetual existence.

1. The registered office of this association shall be Idaho Falls, Idaho.
3. The association shall have no capital stock, and shall be composed of members rather than shareholders.
4. The rights and interests of all members shall be equal, and the association formed hereby shall issue membership certificates to each member thereof which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except to the extent of the board of directors and under such regulations as the by-laws may prescribe. (Required by RS 3-1-14)
5. This association shall have an official seal.

ARTICLE III

POWER AND BY-LAWS

1. To accomplish its general purpose, the association shall have the power to receive, acquire, hold, purchase, dispose of, sell, assign, convey, mortgage and/or lease, real and personal property of any nature whatsoever and to enter into such other contracts and obligations as it shall deem necessary to accomplish its purposes (including power to borrow, issue and discharge past obligations or have indebtedness on the unincorporated association previously known as Phillip, Paul and Co. and comprising substantially the same membership as the present membership of this association).
2. Proper said by-laws shall be adopted at any time after the adoption of these Articles of Incorporation and not more than thirty (30) days after the issuance of the Certificate of Incorporation to regulate the calling, notice, meetings and adjournment of its members, officers and directors, and to prescribe such other regulations as shall be necessary and proper for the carrying on the business of this association. The powers of this association may be altered, repealed or amended or new powers added at any regular meeting or at any special meeting of the members of the association for that purpose, by the affirmative vote of two-thirds of the members present at such meeting; provided, that a quorum as specified in the by-laws of this association be present. (Required by RS 3-1-16)

INCORPORATORS

Name	Address
<u>John P. Byron</u>	<u>1797 Santa St. Idaho Falls, Idaho</u>
<u>Ch. Shaper</u>	<u>255 Chatham Idaho Falls Idaho</u>
<u>D. W. Lusk</u>	<u>254 Reed Ave. Idaho Falls Idaho</u>
<u>B. C. Winther</u>	<u>RT 4 Box 313 B Idaho Falls Idaho</u>
<u>Robert L. Winther</u>	<u>1501 Broadway Idaho Falls, Idaho</u>
<u>AT McEl</u>	<u>189 3rd St. Idaho Falls, Idaho</u>

ACKNOWLEDGEMENT OF SIX INCORPORATORS'
SIGNATURES

STATE OF IDAHO

COUNTY OF BONNEVILLE

On this 20th day of September, in the year 1913 before me,

J. J. Kristofferson, a Notary Public in and for said County, personally appeared John P. Byron, Ch. Shaper,

D. W. Lusk, B. C. Winther, Robert L. Winther,

AT McEl, each known to me to be the persons whose names

are subscribed to the within instrument, and respectively acknowledged to me

that they executed the same.

J. J. Kristofferson