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ARTICLES OF INCORPORATION  
OF  
KELLY CREEK FLYCASTERS, INC.

The undersigned, acting as the incorporator of a nonprofit corporation (Corporation) organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE 1. NAME.

The name of the Corporation is Kelly Creek Flycasters, Inc.

ARTICLE 2. NONPROFIT STATUS.

The Corporation is a nonprofit domestic corporation to be organized exclusively for educational, literary or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue service code, or corresponding section of any future federal tax Code.

ARTICLE 3. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE 4. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

4.1 To promote flyfishing through education as the most enjoyable and sporting method of fishing, and the method most consistent with the preservation and wise use of our fishing waters and game fish;

4.2 To provide assistance, advice, and suggestions to other angling groups and to help them become more important and effective in their areas;

4.2 To publicize the best practices and techniques of flyfishing, fly tying, casting and other related subjects;

4.3 To be a voice for organized flyfishers, maintaining liaison with other sporting organizations, and with the governmental agencies involved in so many aspects of the sport.

4.4 To do, exercise and perform any act, thing or power necessary, suitable or desirable for the accomplishment of any of the foregoing purposes, or the attainment of any objectives or the furtherance of any powers which are lawful purpose, objectives or powers of a corporation organized under the laws of the State of Idaho and which may be permitted a corporation exempt from federal

income tax under section 501(c)(3) of the Internal Revenue Code.

4.5 The foregoing clauses are to be construed both as purposes and powers, and it is hereby expressly provided that the enumeration herein of specific purposes and powers shall not be held to limit or restrict, in any manner, the exercise and enjoyment of all the general purposes and powers of a corporation organized under the laws of the State of Idaho and which may be permitted a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

4.6 Persons of any race, color, national or ethnic origin, religion and of either sex shall be entitled to all the rights, privileges, programs and activities generally made available to participants in the corporation, its programs and activities, and the corporation shall not discriminate on the basis of race, color, national or ethnic origin, religion or sex in administering its policies and programs.

#### ARTICLE 5. MEMBERSHIP.

The corporation is organized on a membership basis.

#### ARTICLE 6. ADDITIONAL PROVISIONS.

6.1 No director or officer shall be personally liable to the corporation or any member for monetary damages for breach of fiduciary duty as a director or officer, provided that the foregoing shall not eliminate or limit any liability of any director or officer (i) for any breach of such director's or officer's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction for which such director or officer derived an improper personal benefit. Neither the amendment nor repeal of this paragraph nor the adoption of any provision of these u4-2 Articles of Incorporation inconsistent with this paragraph shall reduce or eliminate the effect of this paragraph in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

6.2 The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its members, directors or officers, or who serves at its request as a member, trustee, director or officer of another organization or in such capacity with respect to any employee benefit plan (each person, including such person's heirs, executors and administrators, being herein called a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding to the fullest extent allowable by law.

6.3 The Board of Directors is authorized and empowered from time to time, in its discretion, to make, amend, or repeal the Bylaws in part or in whole, except with respect to any provision thereof which by law, these Articles of Incorporation, or the Bylaws requires action by the members.

6.4 Without limiting the powers as may be established by law, the corporation, through its Board of Directors shall:

6.4.1 Have the power to purchase, receive, take by grant, gift, demise, bequest, or otherwise lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in such manner as in the judgment of the Board of Directors will best promote the purposes of the corporation.

6.4.2 Have the power to sell, convey, exchange, transfer, license, lease or otherwise dispose of, or mortgage, pledge, encumber or lease or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in or any of its property, or any interest therein, wherever situated, in such manner as in the judgment of the Board of Directors will best promote the purposes of the corporation.

6.4.3 Have the power to contract for or otherwise engage such professional services as the Board of Directors may deem best to promote the purposes of the corporation.

6.4.4 Have the power to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested in such manner as in the judgment of the Board of Directors will best promote the purposes of the corporation.

## ARTICLE 7. LIMITATIONS.

7.1 No part of the net earnings, properties or other assets of the corporation shall inure to the benefit of, or be distributable to, any private person or individual, including any corporation, 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 4 hereof.

7.2 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.

7.3 Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on:

7.3.1 By a corporation exempt from Federal income tax under Section 501(a)(3) of the Internal Revenue code, or

7.3.2 By a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue.

7.3.3 By a non-profit corporation organized pursuant to the laws of the State of Idaho.

7.3.4 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time in such manner as the

Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations as such court shall determine to be consistent with the purposes of the Corporation.

#### ARTICLE 8. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office is 3328 6th Street Lewiston, Idaho 83501, and the name of the initial registered agent at this address is Robert Wagoner.

#### ARTICLE 9. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of at least three (3) Directors; the actual number and terms for the Board of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Bob Wagoner  
3328 6th street  
Lewiston, Idaho 93501

LeRoy Hyatt  
1714 Burrell Avenue  
Lewiston, Idaho 83301

Robert L. Clark  
940 Cedar Avenue  
Lewiston, Idaho 83501

Any vacancies in the office of any director, however occasioned, shall be filled in compliance with, and in the manner provided for in the By-laws of the corporation.

#### ARTICLE 10. INCORPORATOR.

The name and street address of the incorporator is Bob Wagoner, 3328 6th Street, Lewiston, Idaho 83501; Robert L. Clark, 940 Cedar Avenue, Lewiston, Idaho 63501; LeRoy Hyatt, 1714 Burrell Avenue, Lewiston 83501.

#### ARTICLE 11. BYLAWS.

Provisions for the regulation and control of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 30th day of April, 1992.

Signed by Bob Wagoner, Robert L. Clark and LeRoy Hyatt