

**ARTICLES OF INCORPORATION
OF
PALOUSE AUDUBON SOCIETY, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of legal age and citizens of the United States of America and the State of Idaho, in order to form a corporation for the purposes hereinafter stated pursuant to the provisions of Title 30, Chapter 11 of the Idaho Code, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be "Palouse Audubon Society, Inc."

ARTICLE II

The purposes for which said corporation is formed are: To engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Society shall function as a Chapter.

ARTICLE III

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of the Society are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of the Society shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of the Society remaining after payment of or provision for all debts and liabilities of the Society, shall be donated to National Audubon Society, Inc., or its successor. However, if the National Audubon Society, Inc., is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the corporation shall be distributed to such fund, foundation or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Notwithstanding any other provisions 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

The duration and term of existence of this corporation shall be perpetual.

ARTICLE VI

The location and post office address of the registered office of the corporation is P. O. Box 221, City of Moscow, County of Latah, State of Idaho.

ARTICLE VII

This corporation is not organized for profit and shall have no capital stock and shall be composed of members rather than shareholders in accordance with the foregoing provisions.

ARTICLE VIII

The conditions and regulations of membership and the rights and privileges of membership shall be determined and fixed by the By-laws.

ARTICLE IX

The private property of the members shall not be subject to the payment of the corporate debts, liabilities or obligations to any extent whatsoever.

ARTICLE X

The number of Directors of this corporation shall be not less than six nor more than twenty as set from time to time in the By-laws of the corporation. The Director's qualifications and terms of office, manner of election (except the first Board of Directors which was elected as herein set forth), time, place, and manner of calling meetings and other powers and duties of the Directors shall be prescribed by the By-laws.

ARTICLE XI

The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be provided by the By-laws, and their qualifications, terms of office, manner of election, time, place, and manner of calling meetings and other powers and duties shall be prescribed by the By-laws. The officers of the corporation shall be elected by and from the membership. In addition to the powers and authority by the Articles of Incorporation expressly conferred upon them, the Board of Directors may exercise all powers of the corporation and do all lawful acts and things as are not by law or the Articles of Incorporation directed. The general management, administration and direction of the affairs of the corporation shall be vested in the Board of Directors.

ARTICLE XII

The names and post office address of each of the incorporators of this corporation are as follows:

NAME	ADDRESS
John C. Fiske	910 East B, Moscow, Idaho
Suzanne Boehme	515 S. Hayes, Moscow, Idaho
Gerry Boehme	515 S. Hayes, Moscow, Idaho
Kenneth W. Lustig	Park Vlg. Apts., Moscow, Idaho
Barbara Petura	11 Syringa Park, Moscow, Idaho
Richard L. Day	415 Residence, Moscow, Idaho
Donald Johnson	1132 S. B., Moscow, Idaho
Katherine G. Buss	2105 Orchard, Pullman Washington
Earl J. Larrison	803 Residence, Moscow, Idaho
Irven O. Buss	2105 Orchard, Pullman, Washington
Loring M. Jones	1546 Borah, Moscow, Idaho
Gladys I. Bellinger	729 Residence, Moscow, Idaho
Veralee E. Jones	1546 Borah, Moscow, Idaho

ARTICLE XIII

A duly called meeting of the members of the Palouse Audubon Society, Inc., was held at Room 301, Life Science Building, University of Idaho, Moscow, Latah County, Idaho, on Thursday, the 21st day of October, 1971, at the hour of 4:30 o'clock P.M., at which meeting a majority of members present voted for the election of the Directors of this corporation; notice of the time and place of holding such meeting, incorporation and election was given by the publication thereof, for two weeks prior to the said meeting in the Daily Idahonian, a newspaper of general circulation published at Moscow, Latah County, Idaho, and also by posting a like notice in a conspicuous place on the building where such election was held for the same length of time immediately preceding such election, said notice being posted at said residence at Room 301, Life Science Building, University of Idaho, on the 7th day of October, 1971, and remaining posted therein to and including the said 21st day of October, 1971.

That at said meeting the following persons were duly elected Directors of this corporation by majority vote of the members present at such meeting as follows:

NAME	ADDRESS
/s/ Suzanne A. Boehme	
/s/ Gerry H. Boehme	
Earl J. Larrison	803 Residence, Moscow, Idaho
Irven O. Buss	2105 Orchard, Pullman, Washington
Loring M. Jones	1546 Borah, Moscow, Idaho
Richard L. Day	415 Residence, Moscow, Idaho
Kenneth W. Lustig	Park Vlg. Apts., Moscow, Idaho
Gerry Boehme	515 S. Hayes, Moscow, Idaho
Suzanne Boehme	515 S. Hayes, Moscow, Idaho
John C. Fiske	910 East B, Moscow, Idaho
Harold L. Jones	120 Flint, Moscow, Idaho
Richard Petura	11 Syringa Park, Moscow, Idaho
Barbara Petura	11 Syringa Park, Moscow, Idaho
Gladys I. Bellinger	729 Residence, Moscow, Idaho
Gary Schroeder	617 Taylor, Moscow, Idaho
Nancy Schroeder	617 Taylor, Moscow, Idaho
Donald Johnson	1132 S. B., Moscow, Idaho
Mrs. Irven Buss	2105 Orchard, Pullman, Washington
Mrs. Harold Jones	120 Flint, Moscow, Idaho
Mrs. Loring Jones	1546 Borah, Moscow, Idaho

At the aforesaid meeting these Articles of Incorporation were by majority vote duly adopted, and said persons so elected as Directors were duly authorized and directed to execute and file the same for record, and to duly incorporate said corporation for and on behalf of its members according to law.

Articles of Incorporation were adopted during a duly called meeting on Thursday, October 21, 1971 at Room 301, Life Science Building, University of Idaho, Moscow, Latah County, Idaho. Amendments to Articles III and IV were adopted at a duly noticed special meeting on September 20, 1995 at Moscow, Idaho.