

RESTATED ARTICLES OF INCORPORATION
OF
GEM COUNTY ROD AND GUN CLUB Inc.

2016 FEB -3 AM 10: 55

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is GEM COUNTY ROD AND GUN CLUB Inc.

ARTICLE II
STATUS

The Corporation is a nonprofit corporation.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is 3600 East Main St., P.O. Box 1031, City of Emmett, County of Gem, and in the State of Idaho. The address of the registered office is 1079 S. Ancona Drive, Suite 120F, Eagle, Idaho, and the name of the initial registered agent at this address is Alex Kincaid.

ARTICLE V
PURPOSES

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

A. To operate and maintain trap shooting; to own, operate and maintain trap shooting apparatus; to acquire, hold, own or lease real property or sites within the State of Idaho and maintain the same as shooting grounds, and to execute mortgages or other evidences of indebtedness thereon, and to sell or otherwise dispose of such real property; to purchase, contract for, lease, and in any and all other ways acquire, hold and own personal property necessary or convenient for the equipment and maintenance of shooting grounds, and to sell or otherwise dispose of such personal property; to purchase for and sell to members of this corporation sporting goods and supplies; to encourage and promote firearms training, firearms education and firearms safety; to prescribe rules and regulations for the admission to and continuance of membership in this corporation; to adopt and use a corporate seal which may be altered at the pleasure of the corporation; and to do any one or more of the acts and things herein set forth, and generally to do and perform all things of whatsoever kind or nature pertaining to or connected with the purposes for which this corporation is organized.

B. Charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including, for such purposes as, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise

any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI LIMITATIONS

No part of the net earnings or the assets 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Each Director of the Corporation shall, at all times, be a member of the Corporation. The Directors shall be elected by the members or existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

ARTICLE IX MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X DISTRIBUTION ON DISSOLUTION

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 that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Corporation's Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Certificate

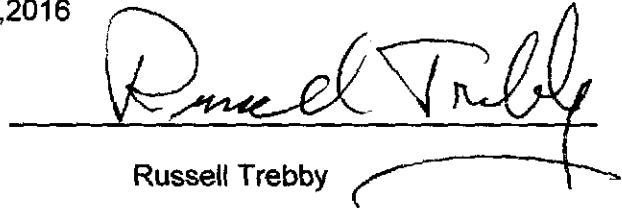
The undersigned, being the Secretary of the Corporation, does hereby certify that this restatement does not contain an amendment to the articles requiring approval by the members or any other person than the board of directors and the board of directors have adopted the restatement.

DATED this 3rd day of February, 2016



Gregory J. Kershul,

Secretary, Gem County Rod And Gun Club Inc. President, Gem County Rod And Gun Club Inc.



Russell Trebby

IDAHO SECRETARY OF STATE
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