

ARTICLES OF INCORPORATION
OF
JACKSON HOLE WILDLIFE FOUNDATION
(A Nonprofit Corporation)

FILED
FEB 25 93 2 7 9 9 5
WYOMING
SECRETARY OF STATE

KNOW ALL PEOPLE BY THESE PRESENTS that the undersigned, being of the age of twenty-one years or more and desiring to form a nonprofit corporation for the purposes herein set forth, under and in conformity with Wyoming Statutes §17-6-101 et seq., does hereby make this Certificate of Incorporation (which may also be referred to as "Articles of Incorporation"), and does hereby certify:

- FIRST: The name of the corporation shall be "Jackson Hole Wildlife Foundation" (the "Corporation").
- SECOND: This is a public benefit corporation. The period of duration of the corporation shall be perpetual.
- THIRD: The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986.

Pecuniary profit is not a purpose of the Corporation. The Directors and Officers of the Corporation shall receive no compensation from the Corporation in their capacities as such. They, however, may be reimbursed for expenses actually and reasonably incurred in the performance of their duties.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay to persons reasonable compensation for services rendered, other than services rendered by those persons as a Director or as an Officer of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in the first paragraph of this Article Third. The Corporation shall not carry on propaganda or otherwise attempt 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 provision of this Certificate of Incorporation, the Corporation shall not carry on any 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 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 corresponding section of any future federal tax code.

FOURTH: The internal affairs of the Corporation shall be organized and controlled as follows:

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors (the "Board"). The number of Directors (the "Directors") comprising the Board shall be the greater of (a) three (3) and (b) the number specified in the Bylaws of the Corporation. Directors shall hold office for three (3) years and until their successors shall be appointed and qualified, except that the Bylaws may specify shorter terms for certain Directors initially in order to stagger the terms of the Directors. The Directors appointed by this Certificate of Incorporation shall serve until the completion of the first meeting of the Board of Directors after the filing of the Certificate of Incorporation (the "Organizational Meeting"). All subsequent Directors shall be appointed by the affirmative vote of a majority of the Directors then in office, even if the number of Directors then in office does not constitute a quorum. Voting with respect to the appointment of Directors shall not be cumulative.

Officers

The Board shall appoint Officers of the Corporation ("Officers") to supervise day-to-day functions of the Corporation as prescribed by the Board. Directors may be Officers.

Powers of Corporation

The Corporation shall have all the powers allowed to nonprofit corporations by Wyoming law.

Limited Liability

No Director, Officer, employee, or agent of the Corporation

shall be liable for any of its debts or liabilities absent his express written guarantee thereof.

FIFTH: The Corporation may be dissolved by resolution adopted by the Board. In the event of dissolution or final liquidation of the Corporation, the Board shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board shall determine:

(a) a nonprofit organization or organization's which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code 1986 or as a organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c) (3) of such Code; and/or

(b) a nonprofit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c) (3) of such Code.

SIXTH: The physical address of the Corporation's initial registered office is 2075 N. Rendezvous Dr., Wilson, WY 83014 and has a mailing address of P.O. Box 8042, Jackson, WY 83001. The name of the Corporation's initial registered agent at such addresses is Meredith E. Campbell.

SEVENTH: Notwithstanding anything to the contrary in this Certificate of Incorporation, the Directors shall initially be appointed by this Certificate to serve until their successors are elected and qualified. Accordingly, the names and addresses of the initial Directors of the Corporation are:

Meredith E. Campbell, P.O. Box 8042, Jackson, WY 83001
Lorna C. Miller, P.O. Box 261, Wilson, WY 83014
Thomas M. Campbell III, P.O. Box 540, Wilson, WY 83014

EIGHTH: The Corporation will not have members and will have no capital stock of any kind.

