ARTICLES OF INCORPORATION
OF
BEAR RIVER LAND CONSERVANCY
(A Non-Profit Corporation)

ARTICLE I
NAME
The name of the corporation is Bear River Land Conservancy.

ARTICLE II
DURATION
The corporation shall have perpetual existence, subject to dissolution as authorized by law and these articles.

ARTICLE III
PURPOSE
This corporation is organized and shall be operated exclusively for the purposes of conserving or enhancing: 1) wildlife habitats; 2) working farms and ranches; 3) lands and trails of recreational or historical significance; 4) watersheds; and 5) critical vistas. The foregoing purposes and activities shall be carried out in accordance with, and so as not to conflict with or adversely impact the tax exempt status of this corporation. No part of the assets, income, net earnings, or profit of the corporation shall be distributable or inure to the benefit of its contributors, members, directors, officers, entities, or private individuals, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this article. The corporation may engage in activities for the purposes of influencing legislation on issues that may affect the charitable purposes of this corporation, provided however, that such activities qualify under section 501(c)(3) of the Internal Revenue Code. The corporation shall not participate in any political campaign on behalf of any candidate for public office. The corporation shall not operate to facilitate the private interests of its directors or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code, a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or a nonprofit corporation under the laws of the State of Utah. No provision of these Articles shall be interpreted to allow the corporation or its officers to act in violation of sections 4941 through 4945 of the Internal Revenue Code. All references to the Internal Revenue Code refer to the code as it now exists or as it may hereafter be amended.

ARTICLE IV
REGISTERED OFFICE AND AGENT
The address of the corporation's initial registered office and the name of its registered agent at said address is: W. Bryan Dixon, 10 Heritage Cove, Logan, UT 84321.
ARTICLE V
MEMBERS AND STOCK
The corporation may establish criteria for membership, but the membership shall be non-voting and the corporation shall not issue stock.

ARTICLE VI
OFFICERS
The officers of the corporation shall consist of a Chair, Vice-Chair, Secretary and Treasurer and such other officers as the Board shall determine in the Bylaws of the corporation.

ARTICLE VII
LIABILITY
Individual officers, incorporators, directors, and members of the various committees of the corporation shall not be liable for the debts of said corporation.

ARTICLE VIII
BOARD OF DIRECTORS
The Board of Directors shall administer and supervise the affairs of the corporation. The Board shall be composed of not less than five and not more than fifteen members. The qualifications, terms, and provisions for election and removal shall be as provided in the bylaws. The initial Board of Directors shall be as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>W. Bryan Dixon</td>
<td>10 Heritage Cove, Logan, UT 84321</td>
</tr>
<tr>
<td>Nathan D. Hult</td>
<td>2735 North 1250 East, North Logan, UT 84341</td>
</tr>
<tr>
<td>Wendell R. Morse</td>
<td>333 Red Fox Terrace, Logan, UT 84321</td>
</tr>
<tr>
<td>David L. Rayfield</td>
<td>740 East 300 North, Hyde Park, UT 84318</td>
</tr>
<tr>
<td>Laraine S. Swenson</td>
<td>1547 Mt. Logan Drive, Logan, UT 84321</td>
</tr>
</tbody>
</table>

ARTICLE IX
MEETINGS
The Board shall hold an annual meeting and such other meetings as may be specified in the bylaws.

ARTICLE X
AMENDMENT
These Articles may be amended by a two-thirds vote of the directors.

ARTICLE XI
DISSOLUTION
Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government.
or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
INCORPORATOR

The names and addresses of the incorporators of this corporation are:

- W. Bryan Dixon, 10 Heritage Cove, Logan, UT 84321
- Nathan D. Hult, 2735 North 1250 East, North Logan, UT 84341
- Wendell R. Morse, 333 Red Fox Terrace, Logan, UT 84321
- David L. Rayfield, 740 East 300 North, Hyde Park, UT 84318
- Laraine S. Swenson, 1547 Mt. Logan Drive, Logan, UT 84321

STATE OF UTAH
: ss
COUNTY OF CACHE


Notary Public

The undersigned hereby acknowledges appointment as registered agent of this corporation.

W. Bryan Dixon, Registered Agent
 license Number : 7904977-0140
Date : 2/7/2011
Timestamp : 2011-03-09-09.54.20.100000