

State of Idaho

Department of State

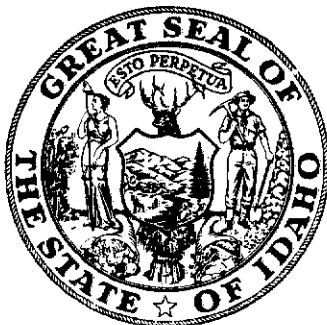
CERTIFICATE OF INCORPORATION OF

R.A.I.N., INC.
File number C 119401

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of R.A.I.N., INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 6, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Rivers*

ARTICLES OF INCORPORATION

OF

R.A.I.N., INC.

May 6 3 29 PM '97

SECRETARY OF STATE
STATE OF IDAHO

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 ("Articles").

ARTICLE I

NAME OF THE CORPORATION

The name of the Corporation is R.A.I.N., Inc.

ARTICLE II

NONPROFIT CORPORATION STATUS

The Corporation is a nonprofit corporation.

ARTICLE III

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLES - 1

IDAHO SECRETARY OF STATE
DATE 05/06/1997
0900 90102 2
CK #: 9159 CUST# 14917
INC NONP 1@ 30.00= 30.00

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ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 242 North 8th Street, Suite 200, Boise, Idaho 83702, and the name of the initial registered agent at this address is Leslie Michael Bock, Social Security Number: Five Five Four Seven Six Five Seven Eight One; Occupation: Attorney at Law; Married Two Times.

ARTICLE V
PURPOSES

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

A. To conduct scientific research and education involving reforestation, ecology, and soil regeneration in temperate and tropical rain forests.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, 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 therefor, 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 of 1986, as amended from time to time.

ARTICLE VII 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. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the

Bylaws of the Corporation. A majority of the directors then in office shall constitute a quorum for all actions taken by the Board of Directors.

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

<u>NAME</u>	<u>ADDRESS</u>
Beatrice Moe Black Social Security Number: Two One Five Four Eight Five Four Seven Five Occupation: Businesswoman Married One Time	2030 North 23rd Street Boise, Idaho 83702 U.S.A.
Mark Tinsley Davis Social Security Number: Two Four Two Nine Eight Nine Two Four Zero Occupation: Minister Married One Time	64 Horizon Drive Boise, Idaho 83702-4419 U.S.A.
Wayne Kenneth Jensen Social Security Number: Five One Nine Five Six Seven Six Seven Five Occupation: Farmer Married One Time	1461 Thorncreek Road Genesee, Idaho 83832 U.S.A.

ARTICLE VIII
NO MEMBERS

The corporation shall not have any members pursuant to the Act.

**ARTICLE IX
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 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator is Leslie Michael Bock, 242 North 8th Street, Suite 200, Boise, Idaho 83702.

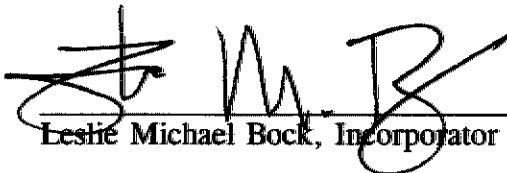
**ARTICLE XI
BYLAWS**

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

**ARTICLE XII
GENERAL POWERS OF ATTORNEY**

The Board of Directors of the Corporation shall have full authority to grant one or more general unlimited powers of attorney to such individual or individuals as the Board of Directors may, in its sole discretion, deem necessary and proper. Such grant may be made by resolution adopted by a majority of a quorum of the Board of Directors at a meeting of the Board of Directors or by the unanimous written consent of the directors then in office.

DATED this 6 day of May, 1997.

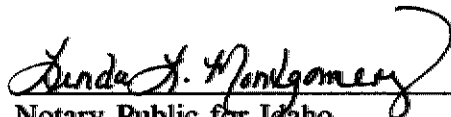


Leslie Michael Bock, Incorporator

STATE OF IDAHO)
) ss
County of Ada)

On this 6th day of May, 1997, before me, a notary public in and for the State of Idaho, personally appeared Leslie Michael Bock known or identified to me to be the person who executed the within foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 11/15/02

