

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

**LOWER BOISE RIVER WATER QUALITY PLAN, INC.
File number C 106801**

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 LOWER BOISE RIVER WATER QUALITY PLAN, 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: June 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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Articles of Incorporation
of
Lower Boise River Water Quality Plan, Inc.

The undersigned, acting as Incorporator of a corporation under the Idaho Non-profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I.

Name

The name of the corporation is Lower Boise River Water Quality Plan, Inc.

Article II.

Non-profit Corporation

The corporation shall be operated as a not-for-profit corporation. No part of any net earnings of the corporation shall inure to the benefit of, or be distributable to, its contributors, 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 IV hereof.

Article III.

Duration

The period of existence and the duration of the life of this corporation shall be perpetual, unless dissolved as hereinafter provided for in Article X.

Article IV.

Purposes

The purposes of this corporation shall be:

(a) To develop a long-term water quality management plan for the Lower Boise River watershed. Key goals include focusing and prioritizing water quality improvement efforts; promoting integrated actions for improving water quality; and measuring progress.

(b) To have and exercise all rights and powers conferred on non-profit corporations under the laws of Idaho, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

This corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) 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 an organization exempt from Federal Income Tax under § 501(c)(6) of the Internal Revenue Code as amended, or as may be amended in the future.

Article V.

Registered Office

The street address of the initial registered office of this corporation shall be 700 Clearwater Lane, Boise, Idaho 83712. The name of the corporations' initial registered agent for service of process at such address shall be Jack Harrison.

Article VI.

Members

This corporation shall have one class of regular members. Such members may be individuals, firms, or corporations operating for profit, trade, or professional associations, or corporations operating not for profit. Members shall support the purposes of this corporation as stated in Article IV. Each regular member shall be entitled to one vote on any issue or matter submitted to or required to be submitted to a vote of the membership.

Article VII.

Management

The affairs of the corporation shall be managed and conducted by an Advisory Group consisting of such number as established by the bylaws, and to be elected as provided for in such bylaws. Members of the Advisory Group shall have such powers and duties as may be provided by law, these articles of incorporation, or the bylaws.

Article VIII.

Initial Directors

The number of members constituting the initial Advisory Group of the corporation is Eleven (11). The names and addresses of the individuals who are to serve as the initial Advisory Group until their successors are elected and shall qualify are:

George Vance
1115 Albany
Caldwell, ID 83605

Robbin Finch
P.O. Box 500
Boise, ID 83701-0500

Bob Ebberts
219909 Boise River Road
Caldwell, ID 83605

Dorrell Hansen
318 East 37th Street
Boise, ID 83714

Jim Truesdell
25502 Upper Pleasant Ridge
Wilder, ID 83676

Ralph Hoseley
2178 South Crosscreek
Boise, ID 83706

Bill Henson
1502 First Street South
Nampa, ID 83651-4395

Henry Hamanishi
P.O. Box 1059
Caldwell, ID 83605

Jim Yost
P.O. Box 167
Boise, ID 83701

Helen Larson
8500 Joplin Road
Caldwell, ID 83605

Larry Bledsoe
411 3rd Street South
Nampa, ID 83651

Article IX. Assessments

Contributions to this organization shall be voluntary. The members of this corporation shall not be personally liable for debts, liabilities, or obligations of the corporation.

Article X. Dissolution

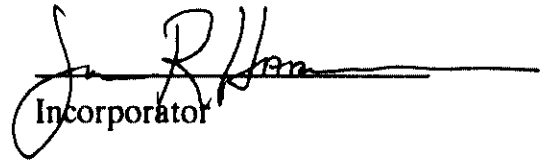
Upon termination or dissolution of the corporation, if there shall be any balance of assets and funds of the corporation after the payment or provision for all debts of the corporation and the necessary expenses of liquidation, the Advisory Group shall

distribute such funds or assets in accordance with the applicable Idaho Non-Profit Corporation Act.

Article XI.
Incorporator

The name and street address of the incorporator is:

Jack R. Harrison 700 Clearwater Lane, Boise, ID 83712


Incorporator

Dated: June 27, 1994.