

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

COALITION FOR IDAHO WATER, INC.

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 COALITION FOR IDAHO WATER, 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: April 12, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION

OF

COALITION FOR IDAHO WATER, INC.

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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 for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Coalition for Idaho Water, Inc.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 410 S. Orchard Street, Boise, Idaho 83705, and the name of the initial registered agent at this address is *Sheri L. Chapman*.

ARTICLE V. PURPOSES

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

A. To promote, aid and assist in the development, control, conservation, preservation and utilization of the water resources of the State of Idaho and fish and wildlife related thereto and to engage in any and all activities which are or shall appear to be necessary or convenient to the furtherance of the purposes of the Corporation including, but not limited to, participation in litigation, promotion of the adoption of legislation in the furtherance of such purposes and opposition to legislation detrimental thereto, and the conducting of research and the publication and dissemination of information, in furtherance of such purposes; and to exercise all powers conferred upon nonprofit corporations by the Act; and

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B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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, 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.

## **ARTICLE VII. MEMBERS**

A. The Corporation shall have two classes of membership, as provided below, and management of the affairs of the Corporation shall be vested in such membership pursuant to Section 30-314(c) of the Act.

B. Any person may become a member of the Corporation upon the vote of the then-existing membership and upon payment of dues in the amount of \$5,000.00 or more. Members paying dues in an amount from \$5,000.00 to \$10,000.00 shall comprise Class A and members paying dues in an amount of \$10,000.00 or more shall comprise Class B. Each Class A member shall have one (1) vote, and each Class B member shall have two (2) votes, in all matters relating to the affairs or operation of the Corporation.

## **ARTICLE VIII. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the members shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation in a manner that is consistent with the purposes of the Corporation. 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

## **ARTICLE IX. PRINCIPAL ORGANIZER**

The name and street address of the principal organizer of the Corporation is Sherl L. Chapman, 410 S. Orchard, Suite 144, Boise, Idaho 83705.

## ARTICLE X. INCORPORATOR

The name and street address of the incorporator of the Corporation is Sherl L. Chapman, 410 S. Orchard, Suite 144, Boise, Idaho 83705.

## ARTICLE XI. BYLAWS

Certain provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 26 day of March, 1993.

Sherl L. Chapman

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