

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TEENS RESTORING EARTH'S ENVIRONMENT, 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 TEENS RESTORING EARTH'S ENVIRONMENT, 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: January 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

Teens Restoring Earth's Environment, Inc.

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We, the undersigned persons, eighteen years of age and older, all being residents of the State of Idaho, do hereby associate ourselves together for the purpose of adopting these Articles of Incorporation, pursuant to Title 30, Chapter 3 of the Idaho Code, and do hereby adopt and execute the following Articles of Incorporation and Certify and declare as follows:

ARTICLE I.

The name of the corporation shall be called Teens Restoring Earth's Environment, Inc., which shall be referred to herein for convenience as "T.R.E.E."

ARTICLE II.

The corporation shall be a nonprofit corporation.

ARTICLE III.

The period of duration of the corporation shall be perpetual.

ARTICLE IV.

The purposes for which the corporation is formed and is to be conducted and operated are as follows:

(a) to mobilize and coordinate students and teachers nationally who want to improve their environment and to empower them to be better citizens who are active in community affairs;

(b) to carry out this work, T.R.E.E., with its member groups (Branches and L.E.A.F.s), has developed a teacher facilitated/student implemented program in three independent

fields- research, education and action. The research, conducted by students, provides a sound, rational underpinning for T.R.E.E.'s efforts. The educational effort disseminates- through member groups, publications (i.e. T.R.E.E.'s newsletter, The Leaflet), meetings (i.e. Groves, regional get-togethers), nature/resource centers (i.e. T.R.E.E. Houses), field trips and the news media- the solidly grounded information essential to effective and sound action. The action programs demonstrate the effective use both of self-help and the democratic process in protecting our natural heritage and building a better future;

(c) to coordinate, conduct, maintain and operate an organization for the general purposes above stated and to conduct and transact all business properly connected with or incidental to any or all of the objects and purposes of this corporation;

(d) to purchase, have, hold, lease, use and take possession of, own, and enjoy any real or personal property necessary or incidental to, or connected with the purposes of this corporation, and to sell, lease, alienate and dispose of the same at the pleasure of the corporation;

(e) to borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to the amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, pledge, conveyance or

assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation;

(f) the above enumerated purposes shall also be considered a statement of the powers, and this corporation may do each and everything suitable or proper for the accomplishment or attainment of the corporation. In addition, the corporation shall have and may exercise any other or further powers or privileges granted by the law of the State of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to, or influence from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein;

(g) the corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be efficient if at all time, the corporation is engaged in any one or more of such purposes and powers;

(h) the corporation is organized exclusively for the mobilization, coordination, and empowerment of students and teachers nationally as stated in the aforementioned purposes, and within the meaning of Section 501 (c) (3) of the Internal Revenue

Code;

(i) notwithstanding any other provision 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 Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V.

The corporation shall have members admitted by resolution of the Board of Directors in accordance with the By-Laws. No capital stock or certificates evidencing shares of the same shall be issued. The corporation is one which does not contemplate pecuniary gain or profit, and is not organized nor will business be conducted for the purpose, directly or indirectly, either for profit or the production of an article of commerce.

ARTICLE VI.

The management of the corporation and its affairs shall be vested in a Board of Directors consisting of 7 to 23 members, and within such limits, the manner, qualifications, terms of office, manner of election, and powers and duties of the directors shall be fixed and may be altered from time to time, as is provided for in the By-Laws. The incorporators shall act in the capacity of directors of this corporation until their successors are elected and qualify. The incorporators shall have the power to elect their successor directors, and the corporation shall have the right to prescribe through its By-Laws, for any matters and things which pertain to the directors, including the right to change the number thereof from time to time.

ARTICLE VII.

The address of the initial registered office of the corporation is 04 North 100 East, Jerome, ID 83338, and the name of the registered agent at said address is Dick Jordan.

ARTICLE VIII.

The names and addresses of the incorporators who shall also serve as the initial directors of the corporation are as follows:

Dick Jordan
04 North 100 East
Jerome, ID 83338

Dave Bowen
Wendell High School
350 E. Main
Wendell, ID 83355

Cathy Lundin
Central Elementary School
311 N. Lincoln
Jerome, ID 83338

Notwithstanding the initial number of directors above stated, the number of directors of the corporation shall be as stated in Article VI herein, and there shall be appointed at least four additional directors and no more than twenty directors in conformance with the Articles, by the first meeting of the initial Board of Directors.

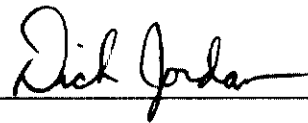
ARTICLE IX

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to an environmental nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the

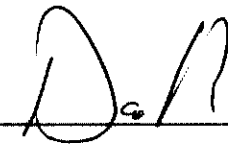
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Internal Revenue Code.

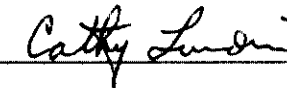
IN WITNESS WHEREOF, the undersigned being all of the incorporators herein before named do hereby make this certificate for the purpose of forming a nonprofit corporation pursuant to the General Business Corporation's Law of the State of Idaho, and do hereby certify that the facts set forth herein are true and correct and have accordingly set our hands and seals this 21st day of January, 1993.



Dick Jordan



Dave Bowen



Cathy Lundin