

# State of Idaho

## Department of State

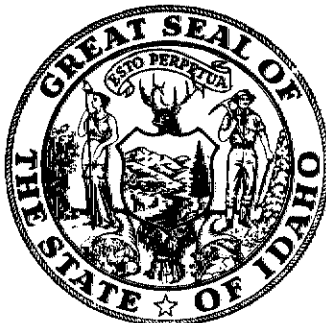
### CERTIFICATE OF INCORPORATION OF

IDAHO ENVIRONMENTAL INDUSTRY ASSOCIATION, INCORPORATED  
File number C 107700

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 IDAHO ENVIRONMENTAL INDUSTRY ASSOCIATION, INCORPORATED 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: September 19, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sonya Herold*

ARTICLES OF INCORPORATION  
OF

IDAHO ENVIRONMENTAL INDUSTRY ASSOCIATION,  
INCORPORATED

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WE, THE UNDERSIGNED natural persons of the age of nineteen years or more, acting as incorporators of a non-profit corporation under Idaho Code Title 30, Chapter 3, the Idaho Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for the corporation:

**ARTICLE ONE - Name.**

The name of the corporation shall be the Idaho Environmental Industry Association, Incorporated.

**ARTICLE TWO - Duration.**

The duration of the corporation is perpetual.

**ARTICLE THREE - Purposes.**

The corporation is founded exclusively as a business league of persons having a common business interest. It is dedicated to the improvement of business conditions of environmental industries in Idaho through the support, advancement and dissemination of environmental technology and information important to those industries in Idaho, the Northwestern United States and nationally.

In addition, the corporation may engage in any lawful activity for which a corporation may be organized under Idaho Code Title 30, Chapter 3, except the corporation may not conduct any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (as the same may be amended) or any corresponding provision of any future United States internal revenue law.

**ARTICLE FOUR - Provisions Governing the Internal Affairs of the Corporation.**

- A. There shall be two classes of members.
  - 1. Regular Membership shall be limited to businesses that are engaged in supplying products and services intended to solve environmental problems or resolve environmental issues on a commercial basis, and shall include businesses engaged in the industry of environmental protection, restoration, resource conservation and management. Regular Members shall be entitled to vote on any issue that may properly come before the members of a non-profit corporation. The board of directors of the corporation shall determine whether an applicant for membership is entitled to Regular Membership.

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2. Associate Membership shall be available to individuals and firms having an interest in environmental issues, but who do not qualify for Regular Membership. Associate Members shall not be entitled to vote on any matters affecting the corporation, but may attend meetings of the Regular Members, participate in the discussion of issues affecting the corporation and receive regular mailing from the corporation.
- B. The number of initial directors of the corporation shall be three. The initial directors shall serve until a full board of directors and the successors of the initial directors are elected in accordance with the Bylaws.
  - C. The Board of Directors shall adopt the initial Bylaws of the corporation, and may amend the same.
  - D. The personal liability of a director to the corporation for monetary damages for the breach of fiduciary duty as a director is eliminated to the full extent allowed by the Idaho Nonprofit Corporation Act, or other applicable law.
  - E. The corporation shall have no capital stock. The corporation may own or hold only such property, real or personal, as it deems necessary or appropriate for the accomplishment of the purpose for which the corporation is organized.
  - F. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the State of Idaho, 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 FIVE - Initial Registered Office.**

The address of the initial registered office of the corporation is 1190 West River Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Charles W. Ariss.

**ARTICLE SIX - Initial Board of Directors.**

The initial Board of Directors shall consist of the following persons:

<b>NAME</b>	<b>ADDRESS</b>
Charles W. Ariss	1503 Shenandoah Drive, Boise, Idaho 83712
Kathleen M. Ariss	1503 Shenandoah Drive, Boise, Idaho 83712
Richard B. Tremblay	P.O. 1994 Boise, Idaho 83701

**ARTICLE SEVEN - INCORPORATORS**

The Incorporators are:

**NAME**

**ADDRESS**

Charles W. Ariss

1503 Shanandoah Drive, Boise, Idaho 83712

Kathleen M. Ariss

1503 Shanandoah Drive, Boise, Idaho 83712

Richard B. Tremblay

P.O. 1994 Boise, Idaho 83701

IN WITNESS WHEREOF, the undersigned incorporators of the IDAHO ENVIRONMENTAL INDUSTRY ASSOCIATION, INCORPORATED, have signed these Articles of Incorporation on this, the 15th day of September, 1994.

Charles W. Ariss

Incorporator

Kathleen M. Ariss

Incorporator

Richard B. Tremblay

Incorporator