

ARTICLES OF INCORPORATION
OF
NATIVE PLANTS JOURNAL, INC.

FILED EFFECTIVE

IDaho SECRETARY OF STATE
08/22/2005 05:00
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The undersigned individual, acting as incorporator under the
Idaho Nonprofit Corporation Act, adopts the following articles of
incorporation:

ARTICLE I

The name of the corporation is Native Plants Journal, Inc.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The purposes of the corporation are to provide scholarly, scientific, technical and practical information on the growing and planting of North American native plants for restoration, conservation, reforestation and landscaping, and the transaction of any lawful activity that may be carried on by a corporation formed under the Idaho Nonprofit Corporation Act.

The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) and Section 170(e)3 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future

federal tax laws, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws, or (c) by a corporation contributions to which are deductible under Section 170(e)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws.

ARTICLE IV

The corporation shall not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

ARTICLE V

The names and addresses of the persons who are to serve as the initial directors of the corporation are:

1. Susan Buis
1701 Scammell Ave. NW
Olympia, WA 98502-4745
2. Thomas A. Jones
1503 N. 1600th E.
Logan, Utah 84341-2915

3. Thomas D. Landis
3248 Sycamore Way
Medford, OR 97504

Directors, other than the initial directors, shall be appointed or designated as provided in the bylaws of the corporation.

ARTICLE VI

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such other organization or organizations that are then described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, as the board of directors shall determine.

ARTICLE VII

No director or officer of the corporation shall have any liability to the corporation or any person for any action taken or not taken as a director, if the director or officer, as the case may be, acted in compliance with the Idaho Nonprofit Corporation Act.

ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or

agent of the corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE IX

The address of the corporation's initial registered office is 1096 Eid Road, Moscow, ID 83843. The name of its initial registered agent at that location is Kasten Dumroese.

ARTICLE X

The name and address of the incorporator is Ronald J. Landeck, 414 S. Jefferson, P.O. Box 9344, Moscow, ID 83843.

DATED: August 18, 2005.

Ronald J. Landeck
Ronald J. Landeck
Incorporator