

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

INTERMOUNTAIN COMMUNITY TREES, INC.
File number C 112682

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 INTERMOUNTAIN COMMUNITY TREES, 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: November 16, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lonya Herold*

ARTICLES OF INCORPORATION
OF
INTERMOUNTAIN COMMUNITY TREES, INC

Nov 16 10 31 AM
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a corporation for the purpose hereafter stated, and in accordance and pursuant to the laws of the state of Idaho, does hereby certify as follows:

Article I-Name

The name of the corporation is Intermountain Community Trees, Inc.

Article II - Type of Corporation

Intermountain Community Trees, Inc. (ICT) is a non-profit corporation. This organization is formed exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal revenue Code.

Article III - Duration

The duration of the existence of the corporation shall be perpetual.

Article IV - Purpose

The corporation is organized for the following purposes:

- ◆ promote educational projects and programs and plan/develop projects and programs which improve and enhance social, economic, psychological, spiritual, and environmental conditions -- the emphasis will be natural resource projects and programs
- ◆ implement projects or programs for ICT or cooperative partners which support the first purpose
- ◆ maintain programs and projects for ICT or cooperative partners which support the first purpose.

Article V - Geographic Range

The geographic area of operation shall be within be the intermountain western United States -- with emphasis on Idaho, eastern Washington, eastern Oregon, northern Nevada, western Montana, and western Wyoming. The primary emphasis will be in and around communities

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Article VI - Management

Management of the corporation is vested with the members. A Board of Directors shall exist to manage specific activities, with limited authorities granted by members and set forth in the by-laws, pursuant to sections 30-3-21 and 30-3-24 of the Idaho Code.

Article VII - Interim Board of Directors

The initial Executive Committee shall be an interim board convened to create bylaws and conduct corporation business until a permanent board is selected in no more than 18 months from the date of incorporation. The directors are as follows:

Michael D. Brady
1321 Blake Avenue
Moscow, Idaho 83843

Roger Blanchard
1206 Kirk Drive
Moscow, Idaho 83843

Linda Brady
1321 Blake Avenue
Moscow, Idaho 83843

R. Michael Bowman
463 Indian Hills
Moscow, Idaho 83843-0116

Article VIII - Surplus Funds and Dissolution

The corporation is not organized for monetary profit and shall have no power to declare dividends. No part of any income shall accrue benefit to any member, or any private persons except that the corporation is authorized and empowered to pay reasonable compensation for services rendered by vendors, directors, officers, employees or agents.

In the event of dissolution or liquidation of this corporation, after outstanding indebtedness of the corporation shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before the remaining business, property, and assets of the corporation shall be distributed. Materials acquired through public or private grants, under which the grant conditions have not been met, will be offered first to the granting agency or individual. Remaining business, property, and assets of the corporation shall be distributed to a non-profit corporation, by majority action of the Board of Directors, that is organized and operated for educational and natural resource conservation purposes, and that has established its tax exempt status under section 501 (c) 3 of the Internal Revenue Code of the United States.

Article IX - Allowable Activities

Notwithstanding any other provision of these articles, the corporation shall not engage in any other activities not permitted : (a) by a corporation exempt from the Federal income tax under section 501 (c) 3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) 2 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article X - Registered Office and Agent

The address of the initial registered office shall be the following:

Intermountain Community Trees, Inc.
Michael D. Brady
1321 Blake Avenue
Moscow, Idaho 83843

The initial registered agent shall be Michael D. Brady.

Article XI - Incorporator

Michael D. Brady
1321 Blake Avenue
Moscow, Idaho 83843

(208) 883-0983

The undersigned, incorporator of Intermountain Community Trees, Inc., does hereby certify that the above articles were adopted by Intermountain Community Trees, Inc. These articles and Idaho Code (Title 30, Chapter 3) will guide the corporation in its creation of bylaws.


Michael D. Brady, Incorporator

13 November 1995
Date


Witness

11/13/95
Date