

FILED EFFECTIVE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**Lower Boise River Water Quality Plan, Inc.**

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SECRETARY OF STATE  
STATE OF IDAHO

**To the Secretary of State of the State of Idaho:**

The undersigned, pursuant to Title 30, Chapter 3, the Idaho Nonprofit Corporation Act, submit and adopt the following Amended and Restated Articles of Incorporation:

**The Articles of Incorporation are amended and restated as follows:**

**Article 1**

**Name**

The name of this Idaho nonprofit corporation is Lower Boise Watershed Council, Inc. (hereinafter "Corporation").

**Article 2**

**Period of Existence**

The period of existence and duration of the life of this corporation shall be perpetual unless dissolved as hereinafter provided for in Article 11.

**Article 3**

**Non-profit Corporation**

The corporation shall be operated as a not-for-profit corporation. No part of the net earnings of the assets of the Corporation shall inure to the benefit of, or be distributed to, directors, 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 4, hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Article 4**

**Purpose**

The purpose for which the Corporation shall be:

(a) To develop a long-term water quality management plan for the Lower Boise Watershed. Key goals include focusing and prioritizing water quality improvement efforts;

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promoting integrated actions for improving water quality; and measuring progress.

(b) To have and exercise all rights and powers conferred on non-profit corporations under the laws of Idaho, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

(c) 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.

## **Article 5 Registered Office**

The street address of the registered office of the Corporation is 322 Front Street, Suite 200, Boise, Idaho, 83702. The name of the Corporation's initial registered agent located for service of process at the aforestated address is CH2M Hill.

## **Article 6 Members**

The Corporation shall have no members.

## **Article 7 Incorporators/Directors**

The board of directors of the Corporation shall consist of no less than seven (7) and no more than eleven (11) persons. The incorporators and the initial directors of the Corporation are the incorporators:

<b>NAME</b>	<b>ADDRESS</b>
Dennis Searle (incorporator)	PO Box 8787 Nampa, ID 83653
Johanna Bell (incorporator)	PO Box 500 Boise, ID 83701-500
Henry Haminishi	PO Box 9069 Nampa, ID 83652
Robbin Finch (incorporator)	PO Box 500 Boise, ID 83701-500
Jack McLeod	6595 Plantation Lane Boise, ID 83703

Dan Steenson (incorporator)	PO Box 2773 Boise, ID 83701
Ken Brush	19724 Dixie River Road Caldwell, ID 83607
Erica Anderson-Maguire (incorporator)	3775 Adams Street Garden City, ID 83714
Municipal Representative Open	
Environmental Organization Open	
County Representative Open	

#### **Article 8 Management**

The agent of the Corporation is CH2M Hill, whose address is 322 Front Street, Suite 200, Boise, Idaho, 83702.

#### **Article 9 Assessments**

Contributions to this organization shall be voluntary. The directors of this corporation shall not be personally liable for debts, liabilities, or obligations of the corporation.

#### **Article 10 Bylaws**

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

#### **Article 11 Dissolution**

Upon termination or dissolution of the Corporation, if there shall be any balance of assets and funds of the corporation after the payment or provisions for all debts of the corporation and the necessary expenses of liquidation, the assets of the Corporation shall be distributed as follows: to any nonprofit corporation with goals or objectives similar to those of the Corporation.

#### **Article 12 Amending the Articles**

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**Article 12**  
**Amending the Articles**

This Corporation reserves the right to amend, alter, change, repeal any provision herein contained in the manner now or hereafter prescribed by Idaho law, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this        day of July, 2006.

by:

  
Dennis Searle (incorporator) 09/14/06

Henry Haminishi

 12/13/06  
Dan Steenson (incorporator)

Ken Brush

 9/14/06  
Johanna Bell (incorporator)

 9/14/06  
Robbin Finch (incorporator)

Jack McLeod

 10/12/06  
Erica Anderson-Maguire (incorporator)

**Date of Adoption:**

The date of adoption of the amendments was September 14, 2006.

**Manner of Adoption:**

None of the corporation's shares have been issued and was, therefore, adopted by the incorporators.

Dated: 6-11-07

Signed: Dan Steenson

Typed Name: Dan Steenson

Capacity: Incorporator/Director