

May 18 4 01 PM '00  
SECRETARY OF STATE  
STATE OF IDAHO

**FILED/EFFECTIVE**

**ORIGINAL**

**ARTICLES OF INCORPORATION**

**OF**

**NORTHWEST GIS USER GROUP, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME.**

The name of the Corporation is Northwest GIS User Group, Inc.

**ARTICLE II. NONPROFIT STATUS.**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION.**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.**

The location of this Corporation is in Boise, Idaho. The address of the initial registered office is 1087 West River Street, Suite 100, Boise, Idaho 83702, and the name of the initial registered agent at this address is Janice E. Lawson.

**ARTICLE V. PURPOSE.**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide education, information and support regarding GIS (Geographic Information Systems) and related technologies, and in particular, ESRI software, services, policies, and associated third party products and services, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of

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distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

B. 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. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **ARTICLE VI. LIMITATIONS.**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 V 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE VII. MEMBERS**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person who is a GIS user, a student, or an employee of an organization which has an ESRI software license may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

#### **ARTICLE VIII. BOARD OF DIRECTORS.**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) individuals, each of

whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mark Bosworth	Portland Metro 600 NE Grand Ave. Portland, Oregon 97232
Kirsty Burt	Kirsty Burt GIS 9950 Lake Washington Blvd. Bellevue, WA 98004
Bart Butterfield	Idaho Department of Fish & Game 600 S. Walnut St. Boise, Idaho 83707
Tony Morse	Idaho Department of Water Resources 1301 N. Orchard St. Boise, Idaho 83706
Keith Massie	Jackson County 10 S. Oakdale Medford, Oregon 97501
John Schaeffer	High Desert Geo Technologies 61677 Thunder Road Bend, Oregon 97702
Ian Van Essen	Spokane County 1026 West Broadway Spokane, Washington 99260

#### **ARTICLE IX. MEMBERSHIP DUES**

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or

classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### **ARTICLE X. DISTRIBUTION ON DISSOLUTION.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE XI. INCORPORATOR.**

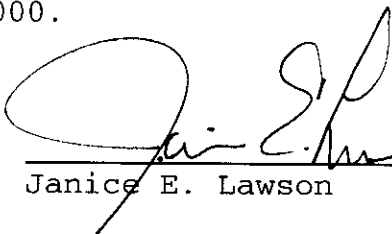
The name and street address of the incorporator is:

Janice E. Lawson  
1087 West River Street, Suite 100  
Boise, Idaho 83702

#### **ARTICLE XII. BYLAWS.**

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

DATED this 9<sup>th</sup> day of May, 2000.

  
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Janice E. Lawson