

NONPROFIT CORPORATION ARTICLES OF INCORPORATION

Pursuant to Idaho Nonprofit Corporations Act, Chapter 3, Title 30 of the Idaho Code, the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE 1**Name**

The name of the corporation is: Idaho Washington Aquifer Collaborative, Inc.

ARTICLE 2**Existence**

The corporation shall have perpetual existence.

ARTICLE 3**Effective Date**

The effective date of incorporation shall be upon filing by the Idaho Secretary of State.

ARTICLE 4**Members**

The corporation will have members

ARTICLE 5**Type of non profit corporation**

The corporation is not for profit and a Public Benefit Corporation.

ARTICLE 6**Registered Agent and Office**

The street address of the initial registered office of the corporation is:

2160 W. Dakota Ave.
Hayden, ID 83835

The name of the initial registered agent is:

Alan W. Miller

ARTICLE 7
Principal Office

The corporation has a principal office. The street address of the principal office is:

2160 W. Dakota Ave.
Hayden, ID 83835
Kootenai County

ARTICLE 8
Mailing Address

The mailing address of the corporation is:

2160 W. Dakota Ave.
Hayden, ID 83835

ARTICLE 9
Officers

The corporation's initial ^{Directors/}officers are as follows:

President Mike Galante, 13649 N. Meyer Road, Rathdrum, ID 83858-4904
Vice President Ty Wick, 1225 N. Yardley Street, Spokane, WA 99212
Secretary Bryan St. Clair, 904 N. Pines Road, Spokane Valley, WA 99206
Treasurer Alan Miller, 2160 W. Dakota Ave., Hayden, ID 83835

ARTICLE 10
Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE 11
Purpose

The purpose of the corporation is exclusively for educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

The purpose of the Idaho Washington Aquifer Collaborative (IWAC) is to work together to maintain and/or enhance water quality and quantity for present and future generations by developing management strategies which benefit the Spokane Valley Rathdrum Prairie Aquifer (as defined by the USGS, "the Aquifer") and the Spokane River region. IWAC will facilitate regional dialogues and studies that result in recommendations for policy directions and shared stewardship of the Aquifer and the Spokane River, in a collaborative manner.

ARTICLE 12 **Prohibited Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 11. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE 13 **Distributions Upon Dissolution**

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Executive Board shall determine.

ARTICLE 14 **Incorporator**

The name and address of the Incorporator is:

Alan W. Miller
2160 W. Dakota Ave.
Hayden, ID 83835

Dated this 16th day of May, 2013.


Alan W. Miller