



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GREEN MONARCH COALITION, INC.

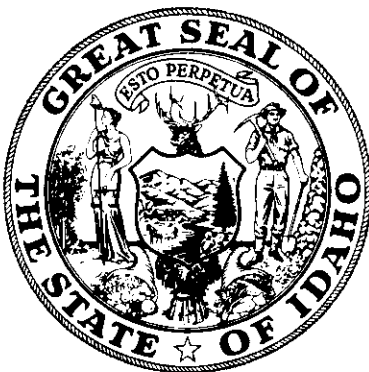
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GREEN MONARCH COALITION, 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 February 8, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
GREEN MONARCH COALITION, INC.

I.

The name of this corporation is the GREEN MONARCH COALITION, INC.

II.

The corporation is organized pursuant to the Idaho Non-profit Corporation Act, I.C. §30-301 et seq. and is a non-profit corporation pursuant the laws of the State of Idaho.

III.

The duration of the corporate existence will be perpetual.

IV.

The purposes for which this corporation is formed are:

(a) The specific and primary purpose is to engage in the collective use of existing legal remedies together with non-partisan analysis, study and research to promote future economic development and environmental preservation of the Clark Fork and Pend Oreille River drainages in a manner that recognizes the property rights of individuals, all of these purposes to be

limited to charitable, scientific, literary and educational purposes;

(b) To solicit, collect, receive, acquire, hold and invest money in property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation, and furtherance of the specific and primary purposes set forth above;

(c) To purchase or otherwise acquire, own, hold, sell, sign, transfer or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber shares, bonds, notes, debentures or other securities or evidences of indebtedness to any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership;

(d) To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of, mortgage, or otherwise hypothecate or encumber real and

personal property, in furtherance of the specific and primary purposes set forth above;

(e) To borrow money, incur indebtedness and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal, in furtherance of the specific and primary purposes set forth above;

(f) To enter into, make, perform and carry out contracts for any lawful purpose with any person, firm, association or corporation, municipality, county, state, government or other municipal or governmental subdivision in furtherance of the specific and primary purposes set forth above;

(g) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed, shall in no way be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes of powers;

(h) This corporation is created and shall be operated exclusively for charitable purposes,

within the United States or any of it's possessions. No part of the corporate assets shall inure to the benefit of any private shareholder or any individual, and no part of the activities of this corporation shall consist of participating in, or intervening in, (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. This corporation shall not carry on propaganda, or otherwise attempt, to influence legislation to an extent which would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or Idaho Code §63-3026 or corresponding provisions of any subsequent State of Idaho tax laws. Notwithstanding any other provisions 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 specific and primary purposes of this corporation. Furthermore, notwithstanding any other provision of these Articles:

(i) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

(ii) The corporation shall not engage in acts of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

(iii) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;

(iv) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of

1954, or corresponding provisions of any subsequent Federal tax laws; and
(v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

V.

This corporation shall have members.

VI.

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Upon dissolution of the Green Monarch Coalition, Inc., the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

VII.

The affairs of the corporation shall be managed by a Board of not less than three (3) directors. The initial Board of Directors will be three (3) in number and may be expanded from time to time by amendment of the By Laws of this corporation. To qualify, Directors must be representatives of religious, charitable, educational, civic or governmental entities.

The initial Board of Directors shall be composed of representatives from the following organizations:

1. Masonic Temple Association of Sandpoint, Idaho, Inc., 319 North Second Avenue, Sandpoint, ID 83864

Representative: J.P.Munson, M.D.

2. Idaho 4-H, P.O. Box 1526, Sandpoint, Idaho 83864

Representative: Kermit Kiebert

3. Lake Pend Oreille Idaho Club, P.O. Box 1886,
Sandpoint, Idaho

Representative: A.R. Teeslink

VIII.

The name and address of the initial office and registered agent is as follows:

Steven L. Herndon, Esq.
227 South First Avenue
P.O. Box 216
Sandpoint, Idaho 83864

IX.

The names and addresses of the persons who are to act in the capacity of the initial Board of Directors until the election of their successors are:

J.P. Munson, M.D. 502 North Second Avenue Sandpoint, Idaho 83864	President
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Kermit Kiebert Spring Creek Road Hope, Idaho 83836	Vice President
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A.R. Teeslink 231 North Third Avenue Sandpoint, Idaho 83864	Secretary/Treasurer
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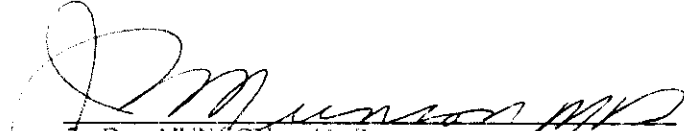
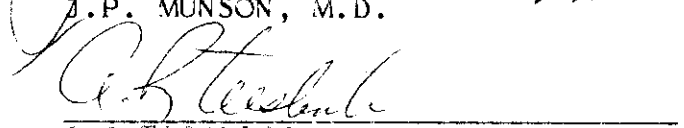
X.

The name and address of each incorporator is as follows:

J.P. Munson, M.D.
502 North Second Avenue
Sandpoint, Idaho 83864

A.R. Teeslink
321 North Third Avenue
Sandpoint, Idaho 83864

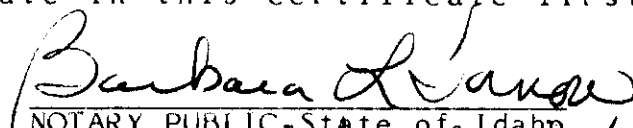
IN WITNESS WHEREOF, we the undersigned named persons
named as the incorporators, have executed these Articles of
Incorporation this 7th day of February, 1984.


J.P. MUNSON, M.D.

A.R. TEESLINK

STATE OF IDAHO)
) ss.
County of Bonner 7th)

On this 7th day of February, 1984, before me, the
undersigned Notary Public, in and for said State, personally
appeared J.P. MUNSON, M.D., known to me to be the President
of the corporation that executed the foregoing instrument
and acknowledged to me that said corporation executed the
same.


IN WITNESS WHEREOF, I have hereunto set my hand
and seal on the date in this certificate first above
written.


NOTARY PUBLIC-State of Idaho
Residing at: Sandpoint

STATE OF IDAHO)
) ss.
County of Bonner 7th)

On this 7th day of February, 1984, before me, the
undersigned Notary Public, in and for said State, personally
appeared A.R. TEESLINK, known to me to be the
Secretary-Treasurer of the corporation that executed the
foregoing instrument and acknowledged to me that said
corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and seal on the date in this certificate first above
written.


NOTARY PUBLIC-State of Idaho
Residing at: Sandpoint