

**ARTICLES OF INCORPORATION
OF THE
NATURAL RESOURCE EXTENSION EDUCATION FOUNDATION, INC.
(NREEF)**

For Office Use Only

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In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residents of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

**ARTICLE I
NAME**

The name of this corporation is **NATURAL RESOURCE EXTENSION EDUCATION FOUNDATION, INC. (NREEF)** hereinafter called the "Foundation."

**ARTICLE II
NOT FOR PROFIT**

The Foundation is a nonprofit corporation under the laws of the State of Idaho formed for educational purposes. The Foundation is not formed for pecuniary profit. No part of the income or assets of the Foundation is distributable to or for the benefit of its Trustees or Officers, except to the extent permissible under law.

**ARTICLE III
ADDRESS**

The principal-office of the Foundation is located at the UNIVERSITY OF GEORGIA, 4-402 FOREST RESOURCES BUILDING, ATHENS, GA 30602.

**ARTICLE IV
DURATION**

The duration of the Foundation is perpetual.

**ARTICLE V
PURPOSE AND POWERS OF THE FOUNDATION**

The Foundation is exclusively for charitable or educational purposes. NREEF will conduct or support Extension activities and programs promoting advancement, knowledge, and understanding of natural resources – their conservation and management - for the betterment

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of the environment and society.

To achieve these purposes, the Trustees and Officers shall be allowed to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Foundation as set forth in that certain Bylaws of NREEF FOUNDATION.
- (b) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE VI MEMBERSHIP

There shall be no Membership in the Foundation.

ARTICLE VII BOARD OF TRUSTEES

The affairs of the Foundation shall be managed by a Board of Five (5) Trustees at meetings duly held pursuant to the Bylaws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of Trustees (3 or more) present in person or by proxy. The Trustees, by majority vote, may remove any officer of the Foundation.

The initial Board of Trustees shall be appointed by the incorporators of the Foundation, for terms ranging one to three years. Initial membership of the Board of Trustees will comprise four appointed individuals; one member (1-year term), two members (2-year terms), and one member (3-year term). Thereafter all new Trustees shall be appointed by the Board of Trustees for 3-year terms. (Vacancies during the terms shall be filled by appointment by a majority of the remaining Trustees.). The initial Board will also include one Trustee appointed by the Executive Committee of the Association of Natural Resources Extension Professionals (ANREP) for a 3-year term, and continuously every three years thereafter.

The Trustees shall serve staggered terms to maintain continuity on the Board. No more than three (3) existing Directors shall be replaced in any given calendar year.

ARTICLE VIII DISSOLUTION

The Foundation may be dissolved with the assent given in writing and signed by not less than four-fifths (4/5) of the whole number of Trustees. Upon the dissolution of this corporation, all liabilities consistent with the purposes of the Foundation shall be paid and the remaining assets shall be paid over to charitable corporation or corporations qualifying as exempt organizations under the provision of 501(c)(3) of the U.S. Internal Revenue Code or corresponding provision of subsequently enacted federal law.

ARTICLE IX
Trustees

The name and address of the initial Board of Trustees are as follows:

SANDY SMITH, 35 Forest Resources Building, University Park, Pennsylvania 16802

DON HANLEY, 924 5th Place, Kirkland, Washington 98033

CHRIS JONES, Gila County Cooperative Extension, Tuscon AZ 85721
PO Box 210036

ROBERT BARDON, Campus Box 8008, 4233 Jordan Hall Raleigh, North Carolina 27965-8003

VIVIANE SIMON-BROWN, 1314 NW Taylor Ave Corvallis OR 97330

ARTICLE X
REGISTERED AGENT

Nancy Koonce, whose address is 864 Filer Ave, P.O. Box 1292, Twin Falls, ID 83301 is hereby appointed the initial registered agent of this corporation.

ARTICLE XI
LIMITATION

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its Trustees or Officers, but the Foundation 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 (Purposes) hereof.

ARTICLE XII
OFFICERS

The Officers of the Board of Trustees of the Foundation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE XIII
AMENDMENT

The Foundation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as

amended from time to time, unless more specific provisions for amendments are adopted by the Foundation pursuant to Idaho law.

Amendments to these Articles shall require the assent of a majority of the whole number of Trustees casting (3/5 or greater) affirmative votes at any regular Trustees' meeting called specifically for that purpose.

ARTICLE XIV INDEMNIFICATION

The Foundation shall indemnify each Trustee including former Officers and Trustees to the full extent permitted by the laws of the State of Idaho.

ARTICLE XV BYLAWS

The Bylaws of the Foundation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 13 day of November, 2018.

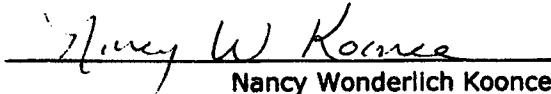
William G. Hubbard

William G. Hubbard,
2017 SW 83rd Court,
Gainesville, FL 32607
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Natural Resource Extension Education Foundation, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 28th day of September, 2018.



Nancy Wonderlich Koonce
864 Filer Avenue
Twin Falls, ID 83301