

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
SNAKE RIVER WATERKEEPER, INC.**

2014 AUG 15 PM 5: 03

SECRETARY OF STATE
STATE OF IDAHO

For the purposes of forming a public benefit nonprofit corporation and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code Section 30-3-11 *et seq.*, the undersigned has made, signed and acknowledged the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be SNAKE RIVER WATERKEEPER, INC. (hereinafter "SRW").

ARTICLE II

DURATION

The period of duration of SRW shall be perpetual.

ARTICLE III

PURPOSE

SRW is organized exclusively for charitable, religious, 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an

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organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SRW is a public benefit nonprofit corporation which disavows any intent to exert political influence or engage in lobbying and which does not contemplate pecuniary gain or profit to the members, directors or officers hereof. SRW shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)3 of the IRS code.

MISSION

SRW is dedicated to applying law and science to conserve, protect, and promote sustainable use of Snake River Basin waterways.

ARTICLE IV

POWERS

In furtherance of its purpose, but not otherwise, SRW shall have the power to have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Idaho by law may now or hereafter have or exercise, including but not limited to, the following:

- A. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of SRW;
- B. To pay all expenses incurred in connection with the conduct of the business of SRW, including all office, licenses, taxes or other governmental charges levied or imposed against property of SRW;
- C. To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose or power of SRW, with or in

association with any person, firm, association, corporation or other entity or agency, public or private.

- D. To adopt, alter, amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of SRW; provided, however, that such Bylaws may not be inconsistent with the intent of any provision of the Articles of Incorporation; and
- E. To have and exercise such further purposes and powers, or to be limited in the exercise of its powers, as may be further provided from time to time in such Bylaws.
- F. To employ a Snake River Waterkeeper to direct organizational programming, fulfilling SRW's mission and as otherwise noted in its licensing agreement with the WATERKEEPER® Alliance.

ARTICLE V

MEMBERSHIP

Any person, group, business, or corporation interested in the mission and objectives of SRW may become a member upon application to, and approval by, the Board of Directors.

SRW members shall pay annual dues and be non-voting.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of SRW is:

Ferrell S. "Buck" Ryan, III
2313 N. 20th St.
Boise, ID 83702

ARTICLE VII

OFFICE AND AGENT

SRW's initial office shall be at:

2313 N. 20th St.

Boise, ID 83702

The name of SRW's initial agent at such address shall be Ferrell S. "Buck" Ryan.

SRW's mailing address shall be:

2313 N. 20th St.
Boise, ID 83702

ARTICLE VIII

LIMITATION OF LIABILITY

Members of the Board of Directors of SRW shall not be liable to SRW or to members of SRW for monetary damages of a director's duties to SRW and its members, provided that this provision does not eliminate or limit the liability of a director:

1. For a breach of the director's duty of loyalty to SRW or its members;
2. For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. For a transaction from which a director derived an improper personal economic benefit; or
4. Pursuant to a conflict of interest as defined by the Idaho Code.

ARTICLE IX

DISSOLUTION

Upon dissolution of SRW, after adequately providing for the debts and obligations of SRW, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation.

ARTICLE X

AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the Bylaws; provided, however, that no such amendment shall be contrary to or not inconsistent with any provision of the Idaho Nonprofit Corporation Act.

ARTICLE XI
The initial Board of Directors for Snake River Waterkeeper is:

Molly Ryan
2313 N. 20th St.
Boise, ID 83702

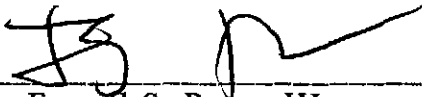
Nate Smith
P.O. Box 1616
Telluride, CO 81435

For the purposes of forming this public benefit nonprofit corporation under the laws of the State of Idaho, the undersigned, constituting the Incorporator of SRW, has executed duplicate originals this 15th day of August, 2014.

Andy Parker
402 Office Park Dr.
Suite 110

Birmingham, AL
35223

X



Ferrell S. Ryan, III
Executive Director, Snake River Waterkeeper

IDAHO SECRETARY OF STATE

08/18/2014 05:00

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