



CERTIFICATE OF INCORPORATION
OF

WATER RESOURCES FOUNDATION, INC.

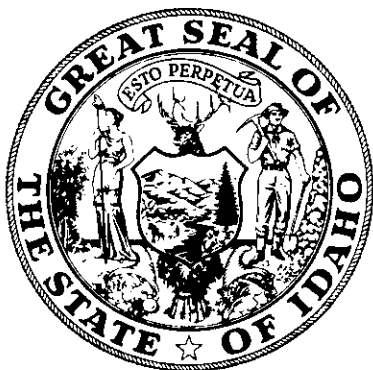
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

WATER RESOURCES FOUNDATION, 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 April 9, 1985.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
WATER RESOURCES FOUNDATION, INC.

We, the undersigned persons over the age of eighteen years or more, all being residents of the State of Idaho, do hereby associate ourselves together for the purpose of adopting these Articles of Incorporation, pursuant to Title 30, Chapter 3 of the Idaho Code, and do hereby adopt and execute the following Articles of Incorporation and certify and declare as follows:

ARTICLE I

The name of the corporation shall be the Water Resources Foundation, Inc..

ARTICLE II

The corporation shall be a non-profit corporation.

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is formed and is to be conducted and operated is for educational and scientific study and evaluation of the state water resources and associated streams and waters; and to the

dissemination of said information to the general public for the purpose of promoting a better understanding of water resources and the following:

(a) To coordinate, conduct, maintain and operate an organization for the general purposes above stated and to conduct and transact all business properly connected with or incident to any or all of the objects and purposes of this corporation;

(b) To purchase, have, hold, lease, use and take possession of, own, and enjoy any real or personal property necessary or incident to, or connected with the purposes of this corporation, and to sell, lease, alienate and dispose of the same at the pleasure of the corporation;

(c) To borrow or raise money for any of the purposes of the corporation, and, from time to time, without limit as to the amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, in-

cluding contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation;

(d) The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and every thing suitable or proper for the accomplishment or attainment of the corporation. In addition the corporation shall have and may exercise any other or further powers or privileges granted by the law of the state of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to, or influence from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers of purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are included herein;

(e) The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers;

(f) The corporation is organized exclusively for educational and scientific study of state water resources and associated streams and waters as stated in the aforementioned purposes, and within the meaning of Section 501 (c)(3) of the Internal Revenue Code;

(g) Notwithstanding any other provision 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.

ARTICLE V

This corporation shall not issue nor have any capital stock or certificates evidencing shares of stock, and is a corporation which does not contemplate pecuniary gain or profit. There shall be one class of member and certificates of membership shall be provided for in the By-laws of this corporation, with each member entitled to one vote. The rights and interests of all members shall be equal, and membership shall be open to all persons, regardless of race, color, creed, sex or national origin.

ARTICLE VI

The management of the corporation and of its affairs shall be vested in a Board of Directors consisting of not less than five nor more than fifteen members, and within such limits, the number, qualifications, terms of office, manner of election, and powers and duties of the directors shall be fixed and may be altered from time to time, as

may be provided for in the By-Laws. The incorporators shall act in the capacity of directors of this corporation until their successors are elected and qualify. The incorporators shall have the power to elect their successor directors, and the corporation shall have the right to prescribe through its By-Laws, for any matters and things which pertain to the directors, including the right to change the number thereof from time to time, not to exceed or be less than the number of directors set forth in these Articles of Incorporation.

ARTICLE VII

The street address of the initial registered office of the corporation is 100 Leadville Ave., P.O. Box 2679, Ketchum, Idaho 83340, and the name of the registered agent at said address is Bruce W. Lium, Ph.D..

ARTICLE VIII

The names and addresses of the incorporators, who shall also serve as the initial directors of the corporation are as follows:

Art Kimball
#2 West Lake
P.O. Box 1165
Sun Valley, Idaho 83353

Nick Purdy
P.O. Box 686
Picabo, Idaho 83348

Ed Nigbor
401 S. 2nd
P.O. Box 2189
Hailey, Idaho 83333

Wilhelmus Touw
114 Spruce Lane
P.O. Box 1498
Hailey, Idaho 83333


(a) Notwithstanding the initial number of directors above stated, the number of directors of the corporation shall be as stated in Article VI herein, and there shall be appointed at least one additional director in conformance with these articles, by the first meeting of the initial board of directors.

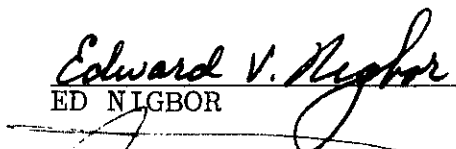
ARTICLE IX

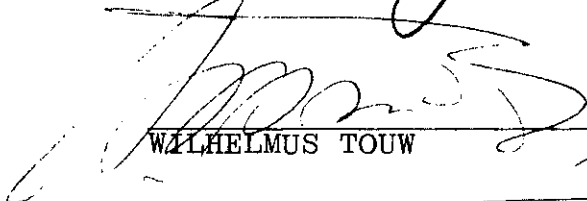
Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, do hereby make this certificate for the purpose of forming a non-profit corporation pursuant to the General Business Corporation's Law of the State of Idaho, and do hereby certify that the facts set forth herein are true and correct and have accordingly set our hands and seals this 28 day of February, 1985.


ART KIMBALL


NICK PURDY

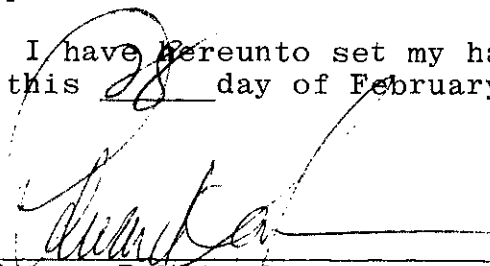

ED NIGBOR


WILHELMUS TOUW

STATE OF IDAHO)
)
COUNTY OF BLAINE) ss.

On this the 28 day of February, 1985, before me the undersigned Notary Public, personally appeared ART KIMBALL, NICK PURDY, ED NIGBOR, and WILHELMUS TOUW, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28 day of February, 1985.


Notary Public for Idaho
Residing at: Ketchum