

State of Idaho

Department of State

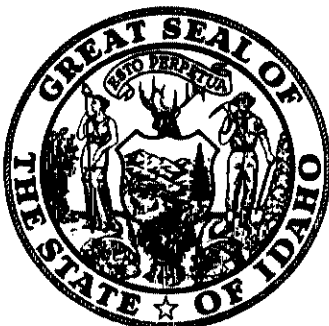
CERTIFICATE OF INCORPORATION OF

ENVIRONMENTAL RESOURCE CENTER, 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 ENVIRONMENTAL RESOURCE CENTER, 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: October 21, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Hunt*

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ARTICLES OF INCORPORATION
ENVIRONMENTAL RESOURCE CENTER, INC.

I, the undersigned person over the age of eighteen years or more, being a resident of the State of Idaho, 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 Environmental Resource Center, 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 environmental education and awareness, 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, including 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 ever 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 or 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 environmental education and awareness 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 VI

The corporation shall have members admitted by resolution of the Board of Directors in accordance with the Bylaws. No capital stock or certificates evidencing shares of the same shall be issued. The corporation is one which does not contemplate pecuniary gain or profit, and is not organized nor will business be conducted for the purpose, directly or indirectly, either for profit or the production of any article of commerce.

ARTICLE VI

The management of the corporation and of its affairs shall be vested in a Board of Directors consisting of not less than seven nor more than twenty-one 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 Bylaws. The incorporator shall act in the capacity of director of this corporation until his successors are elected and qualify. The incorporator shall have the power to elect his successor directors, and the corporation shall have the right to prescribe through its Bylaws, 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 411 E. 6th Street, Ketchum, Idaho, and the name of the registered agent at said address is Joyce Slone.

ARTICLE VIII

The name and address of the incorporator, who shall also serve as the initial director of the corporation is Cynthia Schneider, 200 Spur Lane, P.O. Box 860, Sun Valley, Idaho 83353.


(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 the incorporator hereinbefore named, does 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 does

hereby certify that the facts set forth herein are true and correct and have accordingly set my hand and seal this 9 day of October, 1992.


CYNTHIA SCHNEIDER

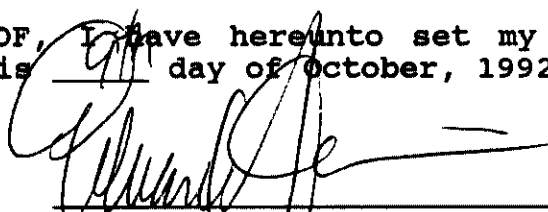
STATE OF IDAHO)

County of Blaine)

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On this, the 9th day of October, 1992, before me the undersigned Notary Public, personally appeared CYNTHIA SCHNEIDER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 9th day of October, 1992.



Notary Public for Idaho
Residing at : Ketchum