

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
NORTHERN ROCKIES INVASIVE PLANT COUNCIL, INC.**

**08 SEP 12 AM 8:40**

**SECRETARY OF STATE  
STATE OF IDAHO**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I. NAME**

The name of the Corporation is Northern Rockies Invasive Plant Council, Inc.

**ARTICLE II. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Moscow, County of Latah, State of Idaho. The address of the initial registered office is 1402 Franklin Road, Moscow, Idaho 83843, and the name of the initial registered agent at this address is Marijka Haverhals.

**ARTICLE V. PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To support the management of invasive exotic plants in natural areas of the Northern Rocky Mountain states by providing a forum for the exchange of scientific, educational and technical information; to promote public understanding of exotic pest plants and control; to serve as an advisory council regarding funding, research, management, and control of exotic pest plants; and to facilitate action campaigns to monitor and control exotic pest plants that impact native plant communities in the Northern Rockies. The Northern Rockies Invasive Plant Council is a nonprofit corporation and is not a regulatory agency.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

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C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

## **ARTICLE VI. LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation 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 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

## **ARTICLE VII. MEMBERS**

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

## **ARTICLE VIII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

*\*[Comment: STATE LAW REQUIRES A MINIMUM OF THREE DIRECTORS FOR NON-PROFIT CORPORATIONS WITH MEMBERS]*

The names and addresses of the persons who are to act as the initial Board of Directors are:

Marijka Haverhals  
1402 Franklin Road  
Moscow, ID 83843

Mark Schwarzlaender  
1402 Franklin Road  
Moscow, ID 83843

Marilyn Marler  
1750 S. 8th Street W.  
Missoula, MT 59801

John Gaskin  
9th Avenue SW  
Sidney, MT. 59270

#### **ARTICLE X. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### **ARTICLE XI. INCORPORATOR**

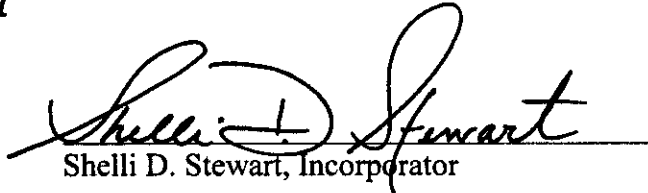
The name and street address of the incorporator is Shelli D. Stewart, 2680 E. Franklin Rd., Nampa, Idaho, 83687.

#### **ARTICLE XII. BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 10 day of September, 2008.

  
Shelli D. Stewart, Incorporator

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