



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CITIZENS FOR ENVIRONMENTAL QUALITY, INCORPORATED

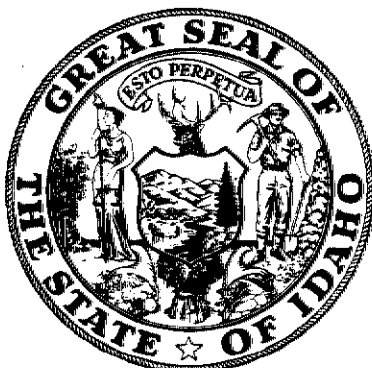
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

CITIZENS FOR ENVIRONMENTAL QUALITY, INCORPORATED

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 15, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION

OF THE

CITIZENS FOR ENVIRONMENTAL QUALITY, INCORPORATED 46
AT 6:00 PM 10 10 46

- FIRST: The name of the corporation is Citizens for Environmental Quality, Incorporated.
- SECOND: The period of duration is perpetual.
- THIRD: The purpose of the corporation is to protect and preserve the quality of Idaho's natural environment (including the wise use of its natural resources and the protection of Idaho's land, air, and water from chemical pollution) through education and awareness programs within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.
- FOURTH: This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private individuals. The property assets, profits, and net income of this corporation are irrevocably dedicated to the charitable and educational purpose set forth in Article III, and no part of the profit or net income of this corporation shall ever inure to the benefit of any private shareholder or individual (except that this provision shall not be construed as to prevent the payment to directors, officers, or employees of reasonable compensation for services actually rendered to this corporation). Upon dissolution or winding up of this corporation, the assets of this corporation remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to a corporation, fund, or foundation organized and operated exclusively for educational and eleemysonary purposes and qualified for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and under Idaho law.
- FIFTH: The initial agent of this corporation shall be:
Georgia E. Hoglund

The office shall be located at Route 4, Box 152, St. Maries, Idaho, provided that nothing in the Articles of Incorporation shall preclude establishment of other offices at other locations so long as an office is maintained at this address.

- SIXTH: The initial Board of Directors shall be the following persons:

Tim Warner	Box 713, Kamiah, Idaho 83536
Janice Masterjohn	Rt. 4, Box 152, St. Maries, Idaho
Kristin Adams	POBox 52, Fernwood, Idaho 83830
Gregg Semple	Box 34, Santa, Idaho 83866
Gina Gormley	718 E. 7th, Moscow, Idaho 83843
Terry Dickinson	Rt. 3, Box 102A, St. Maries, Idaho
Don Arceneaux	POBox 12, Santa, Idaho 83866

SEVENTH: The persons who are the Directors of this corporation from time to time shall be its only members and upon ceasing to be a Director of the corporation any such person shall cease to be a member. In the election of Directors, each member of this corporation shall be entitled to one vote for each office to be filled. The members and directors of this corporation shall have no liability for dues and assessments.

EIGHTH: Notwithstanding anything to the contrary which may be expressed or implied in the Articles of Incorporation, this corporation shall act in accordance with the following provisions:

1. This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
2. This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
3. This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.
5. This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
6. This corporation shall not have powers to, and shall not, participate in or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of any candidate for public office.
7. This corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation.
8. 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.

NINTH: The initial incorporators of this corporation are:

Janice Masterjohn
Rt 4 Box 152 S.W. Maules Id 83861

Kristin Adams
PO Box 62 Fernwood Id 83830

Billy V. Metcalf
PO Box 136 Santa Id 83866

James R. Craft
Box 24 Santa Id 83866

Robert R. Adams
PO Box 62 Fernwood, Id 83830

State of Idaho
County of Benewah

On this 24th day of February 1987, Personally appeared before me, a Notary Public in and for the State of Idaho, Janice Masterjohn, Billy V. Metcalf, Robert R. Adams, Kristin Adams, and James R. Craft. Known to me to be the persons who lent their hands to the above instrument, and acknowledged to me that they executed the same instrument.

William D. Rogers
Notary Public for the State of Idaho
Residing at Santa Idaho
83866