

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

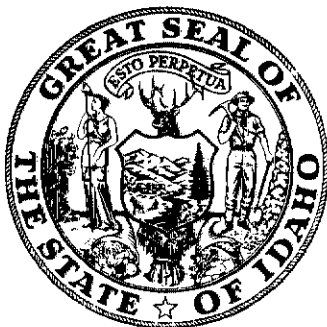
IDAHO WATER EDUCATION FOUNDATION, INC.

File number C 107925

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 IDAHO WATER EDUCATION 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: October 6, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *W. A. Sisk*

**ARTICLES OF INCORPORATION  
OF  
WATER EDUCATION FOUNDATION, INC.**

# Article I Name

## Article II

### Nonprofit Status

### Article III

#### Period of Duration

## **Article IV**

### **Initial Registered Office and Agent**

## Article V

### Purposes

The Corporation 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 the corresponding section of any future federal tax code, and the transaction of any other activity, either alone or in combination with other purposes, not violative of this Article V.

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## **Section 2      Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 this 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation will distribute its income for each tax 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 or the corresponding section of any future federal tax code.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or the corresponding section of any future federal tax code.

## **Article VI Members**

The Corporation shall have members who shall have such rights as are provided in the Act and the bylaws and are consistent with the management authority that these Articles of Incorporation grant to the Board of Directors of the Corporation. Any person or legal entity

may become a member of the Corporation upon payment of the annual dues or such other consideration, if any, as fixed by the Board of Directors.

## **Article VII Board of Directors**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals, each of whom, at all times, shall be a member of the Corporation or a shareholder in a legal entity which is a member of the Corporation. The actual number of directors shall be fixed by the bylaws of the Corporation. Other than the directors constituting the initial Board of Directors, who are designated in these Articles of Incorporation, the directors shall be elected or appointed by the existing directors in the manner and for the term provided by the bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Vince Alberdi	P.O. Box 326 Twin Falls, Idaho 83303-0326
Charlene Orr	6616 Overland Road Boise, Idaho 83709
Sherl L. Chapman	410 S. Orchard, Suite 144 Boise, Idaho 83705

## **Article VIII Distribution on Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

**Article IX  
Incorporator**

The name and street address of the incorporator is Sherl L. Chapman, 410 S. Orchard, Suite 144, Boise, Idaho 83705.

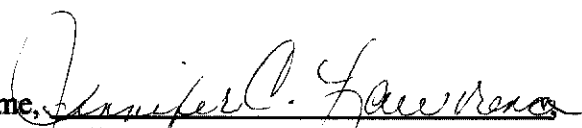
**Article X  
Bylaws**

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

DATED This 6 day of October, 1994.

  
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Sherl L. Chapman, Incorporator

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 6 day of October, 1994, before me,  the undersigned notary public in and for said state, personally appeared Sherl L. Chapman, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
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Notary Public for Idaho  
Residing at Boise  
Commission Expires 8-1-99