

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
CENTER FOR ECOLOGICAL HEALTH & SUSTAINABILITY INC.

2009 FEB 11 PM 12:07

SECRETARY OF STATE
STATE OF IDAHO

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation is Center For Ecological Health & Sustainability Inc.

ARTICLE II

STATUS AND DURATION

Center For Ecological Health & Sustainability Inc. is a nonprofit corporation and shall have perpetual existence.

ARTICLE III

PURPOSES

The purposes of the corporation are to provide educational, scientific and charitable services that promote the ecological health and sustainability of the environment and to transact any lawful activity that may be carried on by a corporation under the Idaho Nonprofit Corporation Act.

The corporation is organized and shall be operated exclusively as an educational, scientific, and charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

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ARTICLE IV

NON-MEMBER CORPORATION

The corporation shall not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

ARTICLE V

LIMITATIONS ON DISTRIBUTION OF EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of any individual or for-profit entity except to the extent of reasonable compensation for services performed or for educational or charitable purposes as approved by the Board of Directors.

ARTICLE VI

LIMITATIONS ON ACTIVITIES

Notwithstanding any other provisions 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) of the *Internal Revenue Code* of 1954, or the corresponding provision of any future United States Internal Revenue law;

B. By corporation, contributions to which are deductible under section 170(c)(2) of the *Internal Revenue Code* of 1954, or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. In addition, no substantial part of the activities of the corporation shall be devoted to 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.

ARTICLE VII

BOARD OF DIRECTORS

The corporation's board of directors shall consist of not less than three (3) nor more than seven (7) individuals, the exact number from time to time to be specified in the corporation's bylaws. The names and addresses of the individuals who are to act as the initial directors of the corporation until the election of their successors under provisions of the corporation's bylaws are:

Director:

Bruce Livingston
2241 Arborcrest Road
Moscow ID 83843

Director:

Robin Woods
1282 Alturas Drive
Moscow ID 83843

Director:

Paul Anders
121 Sweet Avenue
Moscow ID 83843

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such other organization or organizations that are then described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, as the board of directors shall determine.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE XI

MERGER OR CONSOLIDATION

The corporation may, at any time, merge or consolidate with any other corporation not for profit in any manner as may be permitted by the laws of the State of Idaho at the time of such merger or consolidation.

ARTICLE XII**BYLAWS**

The corporation's board of directors of shall have the power, by a majority vote of the entire Board of Directors, to adopt such bylaws as may be deemed necessary or convenient for the proper government and management of the business and affairs of this corporation, and, may amend, alter, or repeal such bylaws in accordance with the corporation's bylaws.


ARTICLE XIII**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 121 Sweet Avenue, Moscow, ID 83843. The name of its initial registered agent at that location is Margaret Howlett.

ARTICLE XIV**INCORPORATOR**

The name and address of the incorporator is Margaret Howlett, 121 Sweet Avenue, Moscow, ID 83843.

DATED: February 11, 2009.


Margaret Howlett
Incorporator