

FILED EFFECTIVE

2014 AUG 13 PM 4:31

**ARTICLES OF INCORPORATION
OF
IDAHOANS FOR SENSIBLE WATER REGULATIONS, INC**

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporators 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 OF THE CORPORATION**

The name of the Corporation is Idahoans For Sensible Water Regulations, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit, membership corporation.

**ARTICLE III
PERIOD OF DURATION**

The Corporation's period of duration is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the city of Boise, county of Ada, and in the state of Idaho. The address of the initial registered office is 821 W. State St Boise, ID 83702, and the name of the initial registered agent at this address is J. Brent Olmstead.

**ARTICLE V
PURPOSES**

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

A. To encourage, promote and foster sensible water regulation by creating a forum for discussion and analysis of water quality regulation costs, benefits, risks and probabilistic methodology.

B. To serve as a unified voice for like-minded individuals and groups regarding the importance and economic impact of water quality regulations, laws, policies and other matters related to water quality.

CK:24513 CT:1626 BH:1437257
10 30.00 = 30.00 NON PROF A #2

C203079

C. To create a venue for individuals, companies, organizations and others to comment on proposed regulations.

D. To act as a resource for regulating agencies and other interested parties regarding existing and future regulations.

E. To provide a combined grass-tops and grassroots approach to water regulation.

F. To have and exercise all rights and powers conferred on nonprofit corporations under the laws of Idaho and not contravened by federal tax code, including but not limited to accepting donations of money, real or personal property, or any other thing of value.

ARTICLE VI LIMITATIONS

The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director, Member or Officer of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its Officers for services rendered, and to make payments and distributions in furtherance of the purposes of the Corporation.

ARTICLE VII MEMBERSHIP

The Corporation shall have one class of Members. Members are individuals or entities which pay fees as established by the Board of Directors. Before becoming a Member, an individual or entity must be approved by the Board of Directors in a manner described in the Bylaws. Each Member shall be entitled to one vote on any issue or matter submitted to or required to be submitted to a vote of the membership. The Board of Directors may levy assessments upon Members.

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. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, and their immediate successors who are elected by the initial Board of Directors, the Directors shall be elected by the Members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

| | |
|-------------------|---|
| J. Brent Olmstead | 821 W. State St Boise, ID 83702 |
| Matt Van Vleet | 601 West Riverside, Suite 1100 Spokane, WA 99201 |
| Alex LaBeau | 816 W. Bannock St, Suite 5B Boise, ID 83701 |

ARTICLE IX 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 remaining assets of the Corporation consistent with the purposes of the Corporation to any other nonprofit Corporation. 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X INCORPORATORS

The name and street address of the incorporators are:

| | |
|-------------------|---|
| J. Brent Olmstead | 821 W. State St Boise, ID 83702 |
| Matt Van Vleet | 601 West Riverside, Suite 1100 Spokane, WA 99201 |
| Alex LaBeau | 816 W. Bannock St, Suite 5B Boise, ID 83701 |

ARTICLE XI INDEMNIFICATION

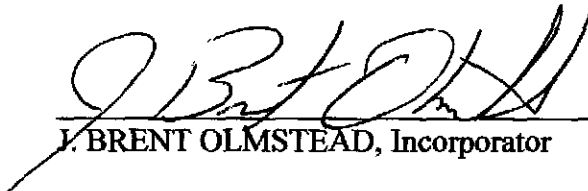
The Corporation shall, to the maximum extent allowed by law, indemnify those persons who: (a) are serving or have served as Members, Directors, Officers, employees, committee or subcommittee members, or agents of the Corporation, or (b) are serving or have served at the request of the Corporation as a Member, Director, Officer, employee, committee or subcommittee member, agent, manager, or partner of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees),

judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

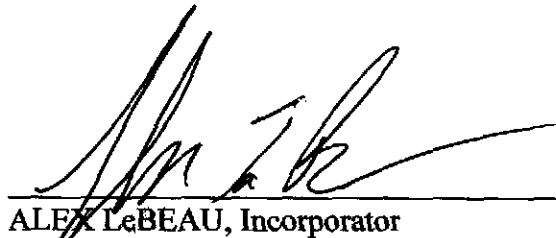
ARTICLE XII
BYLAWS

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 01 day of August 2014.


J. BRENT OLMSTEAD, Incorporator


MATT VAN VLEET, Incorporator


ALEX LeBEAU, Incorporator

IDAHO SECRETARY OF STATE
08/13/2014 05:00
CK:24513 CT:1626 BH:1437257
10 30.00 = 30.00 NON PROF A #2