



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ENVIRONMENTAL DEFENSE INSTITUTE, 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 _____

ENVIRONMENTAL DEFENSE INSTITUTE, 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 February 09, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Basala

Corporation Clerk

I, the undersigned individual, acting as the incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL DEFENSE INSTITUTE,
INCORPORATED

Article 1 - Name:

The name of this corporation is Environmental Defense Institute, Incorporated; hereinafter called EDI.

Article 2 Duration

The period of duration of this corporation is perpetual.

Article 3 - Purpose:

This corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Such purposes shall include:

- A. To identify and study the economic, health and social costs, and other consequences and impacts of environmental degradation;
- B. To provide forums for exchange of views on these and related matters of public concern;
- C. To perform research and to make such research available to the general public;
- D. To inform and educate the public on issues of environmental importance to the Northwest, and thus create a well - informed, active, and concerned citizenry.

Article 4 - Nonprofit Nature:

A. This corporation is not organized, and shall not be operated, for the private gain of any person. The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the assets, receipts, or net earnings of this corporation shall ever inure to the benefit of, or be distributable to, any individual. This corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

B. Upon dissolution of this corporation, any assets remaining after provision is made for paying the corporation's liabilities shall be distributed only to one or more funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established entitlement to tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Article 5 - Status under Federal Law:

Notwithstanding any other provision of these Articles, this corporation shall not:

A. Carry on any activities not permitted by a corporation exempt from Federal income tax as an organization described in Section 501 (c)(3) of the Internal Revenue Code, to which contributions are deductible under Section 170 of said Code;

B. Have the power to, and 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;

C. Carry on propaganda, or otherwise attempt to influence legislation, to an extent which would disqualify it for exemption under Section 501 (c)(3) or the Internal Revenue Code.

All references in these Articles to the Internal Revenue Code are to the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article 6 - Governance:

A. The corporation shall be governed by a Board of Directors.

B. The initial Board of Directors will consist of the following three individuals, who shall serve until their successors are elected:

Dr. Jeffrey Yeo, President
Wildlife Dept.
University of Idaho
Moscow, ID 83843

Carl Mickelsen, Vice-Pres.
1653 W. Cove Rd.
Viola, ID 83872

Chuck Broschious, Sec./Tres.
P.O.Box 220
Troy, Idaho 83871

C. Any director or the entire board of directors may be removed from office, with or without cause by a majority vote of EDI members attending a meeting called expressly for that purpose and having a quorum of one-tenth the registered members.

D. Corporate officers shall be elected by the EDI Board of Directors to include a president, vice-president, secretary, and treasurer as provided by the charter and bylaws. Any two or more offices may be held by the same person except for the office of president and secretary.

E. The general membership, as described in corporate charter and bylaws, must approve board members.

Article 7 - Membership :

There shall be two classes of membership - individual and group, with rights and privileges as provided in the EDI Charter and Bylaws.

Article 8 - Registered Agent and Office:

The initial registered agent and office of the corporation shall be: Chuck Broschious, Environmental Defense Institute, P.O.Box 8812, 313 S. Main St. #145, Moscow, Idaho 83843, 208-882-0707.

Article 9 - Amendments:

Amendments to the Articles of Incorporation shall be made in compliance with Sec. 30-326 of the Idaho Code.

Article 10 - Incorporator:

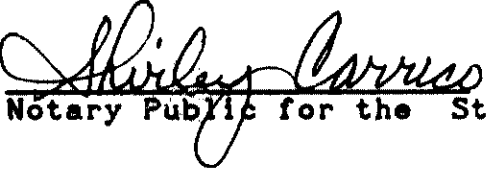
The name and address of the incorporator is: Chuck Broschious, 46C White Pines Flat Rd., P.O. Box 220, Troy, Idaho 83871.

In witness whereof, I have signed this document on Feb 7 1989.


Chuck Broschious

State of Idaho, County of Latah

On this 7th day of February, 1989⁹⁰ before me, the undersigned, a Notary Public for the State of Idaho, personally appeared Chuck Broschious, known to me to be the person whose name appears above, and acknowledged that the signature is his.


Notary Public for the State of Idaho residing in ^{Moscow} ~~Troy~~, Idaho
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