

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HYLARION ASSOCIATES, INC.

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 _____

HYLARION ASSOCIATES, 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 _____, 1973.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

of

HYLARION ASSOCIATES, INC.

We the undersigned, all being natural persons and citizens of the United States, do hereby associate ourselves for the purpose of forming a non-profit corporation under the laws of the State of Idaho.

Article I. The name of the Corporation shall be Hylarion Associates, Inc.

Article II. The purpose of the Corporation is to engage in study, research, education, dissemination of information, and advisory and consulting activities in matters relating to protection and improvement of the natural and human environment, public health and safety, and the satisfaction and productivity of work.

Article III. The duration of the Corporation shall be perpetual.

Article IV. The Corporation shall not issue any stock and is not organized for the profit of its officers, directors, or members. The Corporation shall not distribute any dividends, and no part of the income or profits is to be distributed to its members, directors, or officers. Any money remaining after the payment of corporate debts or other obligations shall be devoted solely to carrying out the corporate purposes listed in Article II hereof, and upon the dissolution of the Corporation, all assets remaining after payment of corporate obligations shall be distributed for charitable purposes.

Article V. The initial By-laws of the Corporation shall be adopted by the Board of Directors of the Corporation. The power to alter, amend, or repeal the By-laws or adopt new by-laws shall be vested in the members of the Corporation.

Article VI. The qualifications, rights, and duties of the members of the Corporation shall be specified in the By-laws of the Corporation.

Article VII. There shall be only one class of members, and each member shall have only one vote. The membership is non-transferable.

Article VIII. The first Board of Directors of the Corporation shall be the individuals whose names and addresses are listed below.

Katrina V. Berman 1304 S. Main St. Moscow, Idaho
Herbert A. Berman 1304 S. Main St. Moscow, Idaho
Deborah V. Berman 1304 S. Main St. Moscow, Idaho

Such directors shall hold office until the first annual election of directors. Thereafter directors shall be elected in the manner and for the terms provided in the By-laws.

Article IX. The officers of the Corporation shall consist of a president, a vice-president, a secretary, and a treasurer. Any two or more offices may be held by the same person, except the offices of president and secretary.

Article X. The initial street address of the Corporation will be 1304 South Main Street, Moscow, Idaho, and its initial registered agent at that address will be Katrina V. Berman.

Article XI. The private property of the members shall not be liable for corporate debts or obligations.

In Witness Whereof, the undersigned three incorporators have subscribed their names and addresses.

Name	Address
<u>Katrina V. Berman</u>	<u>1304 S. Main St, Moscow Id.</u>
<u>Herbert A. Berman</u>	<u>1304 S. Main Moscow Idaho</u>
<u>Deborah V. Berman</u>	<u>1304 S. Main St. Moscow Idaho</u>