

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NATURE INSTITUTE, INC.
File number C 115991

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 NATURE INSTITUTE, 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: August 5, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shannon Breier*

**ARTICLES OF INCORPORATION
OF
NATURE INSTITUTE, INC.**

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned, natural persons of full legal age and citizens of the United States of America, and residents of the State of Idaho, adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I
Name of the Corporation**

The name of this corporation is:

NATURE INSTITUTE, INC.

**ARTICLE II
Nonprofit Corporation**

This corporation is formed and established as a nonprofit corporation under the laws of the State of Idaho.

**ARTICLE III
Period of Duration**

The period of duration of this corporation is perpetual.

**ARTICLE IV
Purposes**

A. The purpose of this nonprofit corporation is to serve the public as an educational center and resource for the study of natural, cultural, and human resources, particularly relating to, but not limited to the Greater Yellowstone Ecosystem and adjacent geographical locations; to provide a residential facility and resource center for visiting university, college, school groups and general public; to provide for research, seminars and

Nature Institute, Inc.

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Articles of Incorporation

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other learning opportunities for adults, children and family groups in natural and cultural history, outdoor skill development, nature awareness and personal growth: to maintain such other appropriate services and facilities, and to provide such other research or publications which will be helpful, promoting a better understanding of nature, and to promote a better understanding of how people can live with and as a part of their natural environment.

B. The general purposes for which this Corporation is formed are to operate exclusively for such charitable, scientific and educational purposes as will qualify it as a nonprofit Corporation under Title 30, Chapter 3 of the Idaho Code.

C. This Corporation shall have and exercise all rights and powers conferred upon Corporations under the laws of the State of Idaho, provided, however, that this Corporation is not empowered to engage in any activity which, in itself, is not in furtherance of its purposes as set forth in subparagraphs A and B of this Article IV.

D. Nature Institute, Inc., shall have the power to take and hold by bequest, devise, gift, purchase, lease or otherwise, whether absolutely or in trust, for any of its purposes, any property, whether real or personal, insofar as the same may be held by a corporation organized under Title 30, Chapter 3, of the Idaho Code, and acts amendatory thereof, and to convey, sell, mortgage, or dispose of such property, and to invest and re-invest the proceeds thereof as in the judgment of the Board of Directors will best promote the objectives of Nature Institute, Inc.

E. To be organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

F. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

G. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

H. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI

Members

This Corporation may have a membership distinct from the Board of Directors; authorized number and qualification of the members of the Corporation, the different classes of membership if any, the property, voting and other rights and privileges of members, and their liability as to dues and assessments, the method of collection therefrom shall be set forth in the Bylaws. In no wise shall any of its members have voting or administrative rights other than those rights given through general election as a Director which is outlined within the Corporation Bylaws.

ARTICLE VII
Location of Principal Office

The principal office of this nonprofit corporation shall be located at a street address known as 396 East Center, Shelley, Idaho, Bingham County and its mailing address shall be 260 South Woodruff, Box 156, Idaho Falls, Idaho 83401. The registered agent shall be Helen Bratt, of the same addresses.

ARTICLE VIII
Incorporators

The name and address of the incorporator is:

Helen Bratt
396 East Center
Shelley, Idaho 83274

ARTICLE IX
Board of Directors of Corporation

A. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Directors. The number of Directors of this corporation shall be three, or more than three, as fixed from time to time by the By-Laws of the Corporation. There shall be two classifications of Directors as specified in the Corporation By-Laws.

B. The annual meeting of the Board of Directors of the Corporation and the members, should there be members, or qualified members allowed by the By-Laws to attend such meeting will be on the last Wednesday of the month of April, annually, at a place, either within or without this state, as may be provided in the bylaws.

C. The Initial Directors named in these Articles of Incorporation as the first Board of Directors, shall hold office until their first meeting at which time they shall elect

any new or continuing Directors as allowed in the Corporation Bylaws. All Directors, shall then serve a term until the annual meeting in April of the following year as described in the Corporation By-Laws.

D. The names, and addresses of the first Directors of the first Board of Directors are as follows:

Helen Bratt
396 East Center
Shelley, Idaho 83274

Melanie Bratt
396 East Center
Shelley, Idaho 83274

Michelle Bratt
396 East Center
Shelley, Idaho 83274

ARTICLE X

Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors at present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his, her or their votes are counted for such purposes if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies that contract or transaction by vote or consent sufficient for the purpose without counting the

votes or consents or such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorized, approved, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presents of a quorum at a meeting of the Board of Directors or committee thereof which authorized, approves, or ratifies such contract or transaction.

ARTICLE XI Management of Income Property

The control, management, investment and disposition of the property of this Corporation for the purpose of earning an income therefrom shall be exclusively in the Board of Directors.

ARTICLE XII Amendment of Articles

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors and voting qualified members, if any, on each such amendment.

ARTICLE XIII
Distribution of Assets on Dissolution

A. 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 of 1954, or corresponding provisions of any later federal tax laws.

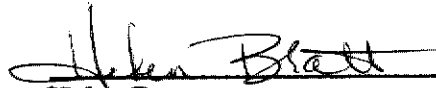
B. The Corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

C. The Corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

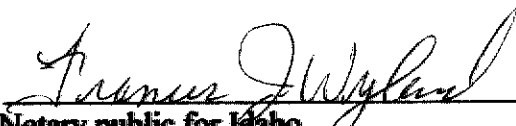
D. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

E. The Corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

WE THE UNDERSIGNED, constituting the Incorporators of this Corporation for the purpose of forming this nonprofit, educational and eleemosynary corporation, under the laws of the State of Idaho, have executed these Articles of Incorporation, in duplicate, this 2nd day of August, A.D. 1996.


Helen Bratt

On the 2nd day of August, A.D. 1996 the above named Incorporator personally appeared before me and signed the above Articles of Incorporation of "Nature Institute, Inc."


Notary public for Idaho
Residing at Bonneville County
My commission expires: 6/29/98