



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CLEARWATER RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INCORPORATED

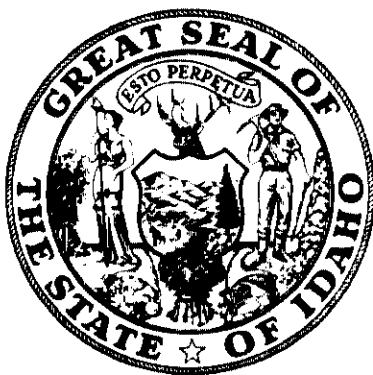
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

CLEARWATER RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, 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 January 12, 19 39.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

REC
SEC.

89 JAN 12 PM 8 58

ARTICLES OF INCORPORATION
OF
CLEARWATER RESOURCE CONSERVATION
AND DEVELOPMENT COUNCIL,
INCORPORATED

The undersigned, in order to form a corporation for the purpose hereinafter stated, and in accordance and pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is Clearwater Resource Conservation and Development Council, Incorporated.

ARTICLE II - TYPE OF CORPORATION

Clearwater Resource Conservation and Development Council, Incorporated is a non-profit corporation.

ARTICLE III - DURATION

The duration of the existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of promoting the education, planning, development, and implementation of programs which will improve and enhance the social, economic, and environmental conditions within the corporation's geographical boundary of Clearwater, Idaho, Latah, Lewis, and Nez Perce counties.

ARTICLE VI - MANAGEMENT

Management of the corporation is vested with the members. A Board of Directors shall exist to manage specific activities, with limited authorities granted by the members and set forth in the by-laws, pursuant to section 30-314 (c) of the Idaho Code. The initial Board of Directors shall be the same individuals listed as the Incorporators in Article XI.

ARTICLE VII - SURPLUS FUNDS AND DISSOLUTION

The corporation is not organized for monetary profit and shall have no power to declare dividends. No part of any income shall accrue to the benefit of any member, or any private persons except that the corporation is authorized and empowered to pay reasonable compensation for services rendered.

In the event of dissolution of this corporation, all business, property, and assets of the corporation shall be distributed to Idaho Association of Soil Conservation Districts, which is a non-profit corporation, organized and operated for educational and conservation purposes, and has established its tax exempt status under section 501 (c) 3 of the Internal Revenue Code.

In the event Idaho Association of Soil Conservation Districts is no longer in existence and/or no longer a qualified distributee, unwilling or unable to accept the distribution, the assets shall be distributed to Idaho Wildlife Federation, which is a non-profit corporation, organized and operated for educational and conservation purposes, and which has established its tax exempt status under section 501 (c) 3 of the Internal Revenue Code.

ARTICLE VIII - ALLOWABLE ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not engage in any other activities not permitted (a) by a corporation exempt from Federal income tax under section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a 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).

ARTICLE IX - REGISTERED OFFICE AND AGENT

The address of the initial registered office shall be:

Clearwater RC&D Council, Inc.
220 East Fifth Street
P.O. Box 9576
Moscow, Idaho 83843

The initial registered agent shall be Michael J. Neubeiser.

ARTICLE XI - Incorporators

Don W. Heath
P.O. Box 245
Winchester, ID 83555

Don W. Heath 1-5-89
Don W. Heath Date

L. Bud George
1225 Idaho St.
Lewiston, ID 83501

L. Bud George
L. Bud George Date

Barry Holben
Rt. 2, Box 41
Genesee, ID 83832

Barry Holben 1-10-89
Barry Holben Date

Frank Murphy
P.O. Box 161
Lapwai, ID 83540

Frank J. Murphy 1-10-89
Frank Murphy Date

Frank Walker
5230 Walker Road
Viola, Id 83872

Frank Walker 1-5-89
Frank Walker Date