

FILED/EFFECTIVE

Articles of Incorporation
Of the
Idaho Conservation Districts Foundation, Inc.

Nov 1 9 30 AM '01
SFC
ATL

The undersigned, acting as the incorporator of a nonprofit corporation (ACorporation@) organized under and pursuant to the Idaho Non-profit Corporation Act, Chapter 3, Title 30, Idaho Code (Act@), adopts the following Articles of Incorporation for the Corporation:

Articles I. Name

The name of the corporation shall be the Idaho Conservation Districts Foundation, Inc.

Article II. Non-profit Status

The Corporation shall be a non-profit corporation.

Article III. Period of Duration

The period of duration of the Corporation shall be perpetual.

Article IV. Initial Registered Office and Agent

The address of the initial registered office is 1412 W. Idaho, Suite 210, Boise, ID 83702 and the name of the initial registered agent at that address is J. Kent Foster.

Article V. Purposes

The purpose for which this corporation is organized are as follows:

- A. To exist for charitable, literary, educational, and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended or the corresponding section of any future tax code; including for such purposes, making of distributions to organizations that also qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or other tax supported organizations who have similar purposes as defined in Article V, B. The Corporation may receive and administer funds for scientific, literary, education and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property, and to invest, reinvest, or deal with the principal or income in such manner as, in the judgment of the directors, will best promote the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any and all things necessary to carry out the purposes of the Corporation.

11/01/2001 05:00
CK: 4129 CT: 153886 BH: 427381
1 @ 30.00 = 30.00 INC NONP # 2

C 141241

Article VI. Limitations

At all times the following shall operate as conditions restricting the operations and activities of the Corporation.

- A. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under section 501(c)(3) of the Internal Revenue Code 1986, as now enacted or hereafter amended, nor to any director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.
- B. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
- D. The corporation shall not lend any of its assets to any officer or director of this Corporation, or guarantee to any person the payment of a loan by an officer or director of this Corporation.

Article VII. Members

The Corporation shall have a voting membership as defined in the Corporation's bylaws. The management and affairs of the Corporation shall be at all times under the direction of the Board of Trustees, whose operation in governing the Corporation shall be defined by statute and by the Corporation's bylaws. No member or trustee shall have any right, title, or interest in or to any property of the Corporation.

Article VIII. Board of Trustees

The affairs of the Corporation shall be managed by its Board of Trustees. The six (6) members of the initial board of trustees shall serve until the first annual election of directors and until their successors are elected and qualify. The actual number of trustees shall be fixed in accordance with the Corporation bylaws. The number,

incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except permitted under the not-for Profit Corporation law. All funds, whether income or principle, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

- B. In carrying out its corporate purposes, the corporation shall have the powers allowed corporations. In furtherance of its general purposes, the particular purposes of the foundation are community development, rural development, environmental education, natural resources conservation, research, and economic development operated primarily for the benefit of the 51 Soil Conservation Districts in Idaho.
 - 1. To establish, promote, maintain and conduct informational, educational, and research projects and programs designed to facilitate natural resource conservation within the State of Idaho, and receive and provide grants for special projects related to natural resource conservation.
 - 2. To assist in developing and furthering the interest, objectives and purposes of the Idaho Association of Soil Conservation Districts; to foster and promote charitable and educational purposes designed to further the principles of soil and water conservation and stewardship; to provide and conduct and sponsor programs to aid individuals, groups, organizations, governmental bodies, associations and all entities in combating resource concerns.
 - 3. To aid and encourage in the conservation of land, natural areas, open spaces or water areas and the preservation of native plants and animals, including but not limited to, technical, scientific, and educational activities to aid and encourage the development of projects with private landowners and public bodies in Idaho.
 - 4. To exercise any right or privilege allowed or authorized by law and not herein expressed or implied.
 - 5. It is intended through the agency of the Corporation to accept, hold, operate, maintain, sell, transfer, trade, convey, and dispose of, money, property, or assets of every kind and nature which may be devised, bequeathed, given or contributed to this Corporation IN TRUST so long as the terms of the said gift, devise or bequest are consistent with the aims, objectives and purposes of this Corporation, or to participate with other trusts therein; but the Board of Trustees of this Corporation, by a majority vote thereof, shall always have the power and right to refuse to accept any gift, devise or bequest in trust or otherwise whether or not the same is conditional. To protect, through legal action or other means, the corporation's interest in its property and its natural resource conservation projects and programs

qualification, terms of office, manner of election, powers and duties of such trustees shall be such as may be prescribed by law, by these Articles, by such bylaws as may from time to time be enforced.

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

Alice M. Wallace 8910 Colburn Culver Rd. Sandpoint, ID 83864	Kyle Hawley 1180 Lewis Rd. Moscow, ID 83853	Roger Stutzman 1937-B E. 4100 N. Buhl, ID 83316
Art Beal P.O. Box 9 Sweet, ID 83670	Kevin Koester Box 697 Lava Hot Springs, ID 83246	David Ellsworth 3303 E. 500 N. Lewisville, ID 83431

Article IX. Incorporator

The name and street address of the incorporator is J. Kent Foster, 1412 W. Idaho, Suite 210, Boise, Idaho 83702

Article X. Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the bylaws. The Board of Trustees of the Corporation shall be authorized to amend the Corporation's bylaws at a properly noticed special or regular meeting of the Board of Trustees.

Article XI. Debt Obligations and Personal Liability

No officer or trustee of this corporation shall be personally liable for the debts or obligations of this corporation, nor shall any property of the officers or trustees be subject to the payment of the debts or obligations of this corporation.

Article XII. Limitations or Trustee Liability

No trustee shall be personally liable to the corporation for monetary damages for breach of duties as trustee except for such liability as:

- A. For any transaction in which the trustee's personal financial interest is in conflict with the financial interests of the corporation; or
- B. For acts or omissions not in good faith or which involve intentional misconduct or are known to the trustees to be a violation of the law; or
- C. For any transaction from which the trustee derives improper personal benefit.

Article XIII. Distribution on Dissolution

Upon dissolution of the Corporation, The Board of Trustees, shall after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, distribute all assets of the Corporation consistent with the purposes of the corporation, to such organization or organizations as shall at that time qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be distributed by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as said Court shall determine to be consistent with the purposes of the Corporation.

Dated this day 1st day of Nov., 2001

J. Kent Foster
J. Kent Foster, Incorporator

STATE OF IDAHO

County of Ada

On this _____ day of _____, 2001, before me, _____
A Notary Public in and for said State, personally appeared J. Kent Foster, known and identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by offical seal, the day and year in this certificate first above written.

NOTARY PUBLIC FOR IDAHO
Residing at: _____
My Commission Expires: _____