

FILED/EFFECTIVE
MAR 8 2 29 PM '00

ARTICLES OF AMENDMENT
(Non-profit)

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation amends and restates its articles of incorporation as follows:

1. The name of the corporation is: Idaho Clean Air Force, Inc.
2. The text of the amended and restated articles of incorporation is attached in two pages.
3. The date of adoption of the amended and restated articles of incorporation is: February 27, 2000
4. Manner of adoption:
The corporation having no members, the amended and restated articles of incorporation were adopted by the board of directors in accordance with I.C. §§ 30-3-90(2) and 30-3-94.
 - a. The number of directors entitled to vote was: **7**
 - b. The number of directors for the amended and restate articles was: **7**
 - c. The number of directors that voted against the amended and restate articles was: **0**

Dated: February 27, 2000

Signed by:

Dan Linn

Marcela A de Loyola

Lane A. Carbell

Pam Baldwin
(PRES.)

Jan Richard
(SEC.)

IDaho SECRETARY OF STATE

03/08/2000 09:00
CX: 138 CT: 127079 BN: 297100

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ARTICLES OF INCORPORATION FOR
Idaho Clean Air Force, Inc.

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Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the provisions of Title 30, Chapter 3, Idaho Code, do hereby certify:

ARTICLE 1
Identification

Section 1.01. Name. The name of the Corporation is "Idaho Clean Air Force, Inc."

ARTICLE 2
Purpose and Powers

Section 2.01. Purpose. The purpose for which the Corporation is formed is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of Idaho. Specifically, this corporation is formed to educate and inform the general public and the mass media about the seriousness of air-pollution threats to our health and well being. The Corporation shall help people affected by air pollution to become an effective voice and to take action on air quality issues.

Section 2.02. Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

Section 2.03. Purpose. Said Corporation is organized exclusively for charitable purposes and for the promotion of community welfare. The charitable purposes of the organization includes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3
Registered Office and Registered Agent

Section 3.01. Registered Office and Agent. The name of the registered agent and the registered office of the Corporation are as follows:

Gary E. Richardson, Secretary
746 Santa Paula Court
Boise, Idaho 83712-6564

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ARTICLE 4
Directors

Section 4.01. Number and Qualification. The number of directors of the Corporation shall be specified, from time to time, by the Code of Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws.

ARTICLE 6
Code of Bylaws; Indemnification; Amendments of Articles

Section 6.01. Code of Bylaws. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation, subject to the restriction that a unanimous vote of the Directors is necessary to take these actions.

The corporation does not have members.

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Section 6.02. Indemnification. The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable expenses incurred by the director or officer in connection with the proceeding.

ARTICLE 7
Limitations on Activities

Section 7.01. Limitations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 8
Dissolution

Section 8.01. Dissolution. In the event of dissolution, either voluntary or involuntary, assets shall be used to pay debts and liabilities of the Corporation. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9
Non-Stock

Article 9.01. Non-Stock Basis. This corporation shall be organized upon a nonstock basis.

ARTICLE 10
Existence

Article 10.01. This corporation is to have perpetual existence.

EXECUTED this 27th day of February, 2000

Signed by:

Dan Hume
Michael A deLoyle
Lee Corbett

Pam Baldwin
(PRES.)
Gary Richard
(SEC.)