

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO WATER GARDEN SOCIETY, INC.

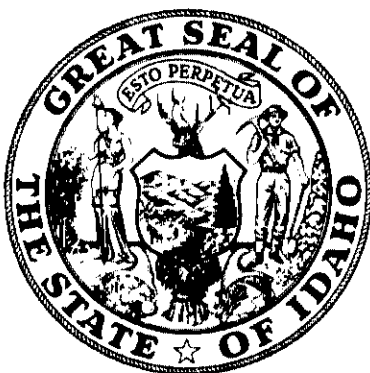
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO WATER GARDEN SOCIETY, 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 December 05, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

ARTICLES OF INCORPORATION OF
IDAHO WATER GARDEN SOCIETY, INC.
A NON-PROFIT CORPORATION

DEC 5 11 12 AM '90
SECRETARY OF STATE

The undersigned, whom are citizens of the United States, desiring to form a Non Profit Corporation under the provisions of Chapter 10, Title 30, Idaho Code do hereby certify:

ARTICLE I. Name and Incorporators

The name of the Corporation shall be IDAHO WATER GARDEN SOCIETY, INC. The incorporators are; Jeanne F. Taylor, 105 Twin Willow Drive; Joe Duft, 10073 Westview Drive; Kenneth Laxton, 4314 Irving Street; Dean Bigler, 1122 East Hays St. all of Boise, Idaho. OL

ARTICLE II. Location and Registered Agent

The registered agent and principal office of the Corporation is Jeanne Taylor located at 105 Twin Willow Drive, 83706, the City of BOISE, ADA COUNTY.

ARTICLE III. Purpose

The purpose of the organization shall be to foster and encourage enthusiasm for water gardening, interest in the aesthetics of pond design, the study of aquaculture relating to water gardening; and to perpetuate the art and science of water gardening through education. The organization shall coordinate, assist and encourage other local groups of water gardeners in the accomplishment of the above stated purposes.

ARTICLE IV. Property

This Corporation shall have power; to purchase, rent, lease, or in any manner acquire, own, and hold real, personal property convenient for the purposes of carrying out the objects and purposes of this Corporation as herein above specified and to deal with the property as fully and to the same extent as might be done were such property individually owned.

ARTICLE V. Capitalization.

There shall be no capitalization attributable to this Corporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, 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 III hereof.

ARTICLE VI. Membership

The Idaho Water Garden Society shall have three classes of membership as follows:

1. Individual.
2. Family: may be granted to two or more persons residing at the same address.
3. Commercial: may be granted to any business or supplier of water gardening or related products.
4. Associations; a non dues paying, non voting membership

granted water gardening oriented organizations for the purpose of exchange of publications and information.

ARTICLE VII. Voting

Each individual membership shall be entitled to one vote and each family membership shall be entitled to two votes.

ARTICLE VIII. Term of Membership

The dues are annual. New member dues may be prorated by quarters of a year. The term of association memberships shall be as long as reasonable exchange of publications and information continues. Any member shall be free to terminate membership at any time, with remaining dues being non refundable.

ARTICLE IX. Board of Directors

The Board of Directors shall consist of the elected officers and the immediate past president. All officers and Board members must be members in good standing. The Board shall provide leadership to fulfill the goals of the organization, develop policies regarding expenditure of funds, the sponsorship of activities, and the scheduling of events. Vacancies on the Board of Directors shall be filled by appointment of the president and approval of the Board members. Meeting of the Board shall be held at the discretion of the president who will act as the chairperson. The initial Board of Directors are Jeanne F. Taylor, 105 Twin Willow Drive; Joe Graham, 9223 Ruth Street; ⁰⁴ Dean Bigler, 1122 E. Hays St ⁰² all of Boise, Idaho and Dave Bohart 7333 Highway 44 Star, Idaho.

ARTICLE X. Duties of Officers

A. Officers of the Corporation shall consist of:

1. President, who shall act as the executive officer of the Corporation.
2. Vice-President, who shall act as the executive officer in the Presidents absence and shall preform such other duties as may be assigned by the President and/or the Board of Directors.
3. Treasurer, who shall be responsible for all funds of the Corporation, receive monies due and payable to the Corporation and deposit such monies in a financial depository selected by the Board of Directors. The treasurer shall distribute funds to pay the obligations of the Corporation according to policies set forth by the Board of Directors. The treasurer shall regularly report the financial status of the Corporation to the Board and to the general membership.
4. Secretary, who shall keep minutes of the meetings of the Board of Directors and of the general membership meetings. A summary of the meeting activities shall be included in the newsletter.

ARTICLE XI. Standing committees shall be appointed by the President and be responsible for major functions and special interest areas such as:

Newsletter
Membership
Education

ARTICLE XII. Removal

Any officer or board member may be removed from office for misfeasance, malfeasance, or nonfeasance of their duties. Requests for recall must be published in the newsletter and passed by a majority of the members voting at the next general membership meeting.

ARTICLE XIII. Amendment of the Articles

Any proposed amendment of the articles shall be first accepted by the Board of Directors before being submitted to the membership, at which time it shall be adopted by the Corporation if it is approved by two-thirds of the members voting at that meeting.

ARTICLE XIV. Dissolution

The private property of the members of this Corporation shall not be liable for its corporate debts. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute to such organization/s operated for the same purposes as this Corporation, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court 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.

ARTICLE XV. Duration

The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, We have made, signed and acknowledged these Articles of Incorporation this 3rd day of Dec, 1990.

<u>Jeanne F. Taylor</u>	<u>12-3-90</u>	<u>Kenneth Laxton</u>	<u>12-3-90</u>
Jeanne F. Taylor	Date	Kenneth Laxton	Date
<u>Joe Duft</u>	<u>12-3-90</u>	<u>Dean Bigler</u>	<u>12-03-90</u>
Joe Duft	Date	Dean Bigler	Date

STATE OF IDAHO)
County of Ada)ss.

On this 3rd day of December 1990, before me,
the undersigned Notary Public in and for said County and
State, personally appeared:

Jeanne F. Taylor
Joe Duft
Kenneth Laxton
Dean Bigler

known to me to be the persons whose names are subscribed to
the within instrument and acknowledged to me that he/she
executed the same.

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

August 10, 1995
My Commission Expires


Notary Public for Idaho
Residing at Boise, Idaho