

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

PALOUSE-CLEARWATER ENVIRONMENTAL INSTITUTE, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PALOUSE-CLEARWATER ENVIRONMENTAL INSTITUTE, INCORPORATED, changing the corporate name to PALOUSE-CLEARWATER ENVIRONMENTAL INSTITUTE, INC., duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: October 22, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

RESTATED ARTICLES OF INCORPORATION OF
PALOUSE-CLEARWATER ENVIRONMENTAL INSTITUTE, INCORPORATED

RECEIVED
SEC. OF STATE

92 OCT 22 AM 8 37

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, Idaho Code Section 30-301, et seq., hereby adopt the following restated Articles of Incorporation. All Articles are amended and there being no members, were adopted by the majority vote of a quorum of the Directors of the Corporation on September 10, 1992.

I. NAME

The name of the Corporation shall be Palouse-Clearwater Environmental Institute, Inc., hereinafter called the Environmental Institute or "Corporation."

II. PRINCIPAL OFFICE

The principal office of the Corporation is located at 129 West Third, Suite 28, Moscow, Idaho 83843.

III. PURPOSE

The Corporation is organized exclusively for the promotion of environmental health, social welfare, and for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include:

- a. to increase citizen participation in decisions that affect the environment of the Palouse-Clearwater region.
- b. to promote the ecological health and social welfare of the Pacific Northwest;

- c. to promote the conservation and preservation of environmentally sensitive lands, natural areas, and unique ecosystems.
- d. to identify and study environmental, economic, social and health issues effecting the Pacific Northwest;
- e. to provide forums for the free exchange of views in these matters of concern to the public;
- f. to carry on research and to make such research available for the benefit of the general public;
- g. to inform and educate the public on issues of importance to the future of the Northwest and thus create a well-informed, active and concerned citizenry;
- h. to do any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation;
- i. to enter into any and all lawful contracts and obligations essential or convenient for the transaction of the affairs of the Corporation for any of the purposes thereof;
- j. to expend monies received, collected or earned by the Corporation from all sources whatsoever for the payment and discharge of all costs, expenses and obligations incurred by the Corporation in carrying out any and all of the purposes for which it is formed.
- k. to acquire, hold, own, mortgage, dispose of and invest its funds in any real or personal property whatsoever as may be reasonably necessary for the purposes of carrying into effect one or more of the purposes of the Corporation;
- l. to acquire , hold, use, lease, mortgage, sell, assign or otherwise dispose of any and all patents, patent rights, licenses, trademarks, inventions, copyrights, or privileges which may be advantageous or useful to the corporation.

- m. no substantial part of the activities of the Corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office;
- n. notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Statute, or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Statute.

IV. PROFITS

The Corporation shall be a nonprofit corporation and shall have no stock. No dividends or pecuniary profits shall be declared or paid to its directors or members or to any other private individual. No financial gain shall ever accrue to any member of the Corporation, nor to any person or institution in the conduct of its business, provided that the payment of reasonable compensation for services rendered to the Corporation shall be deemed an expense of the Corporation and not a distribution of earnings. Any receipts of the Corporation in excess of its ordinary expenses shall inure to the benefit of the Corporation and shall be applied by the directors thereof to any and all expenses

incurred in carrying out any and all of the purposes herein set forth.

V. DIRECTORS

The control and management of the affairs of the Corporation shall be vested in a Board of Directors. The number of directors shall be specified in the By-Laws. The names and addresses of those selected to serve on the Board of Directors, and until their successors shall be chosen are:

<u>Name</u>	<u>Address</u>
Ellen Magnuson	P.O. Box 179 Kendrick, ID 83537
Jeanne McHale	802 West A St. Moscow, ID 83843
Gundars Rudzitis	721 East First Moscow, ID 83843
Arthur Gittins	624 N. Lincoln Moscow, ID 83843
Shonagh Preston	614 N. Adams Moscow, ID 83843
Charles Graham	3297 Mill Rd. Moscow, ID 83843
Fred Rabe	1715 Appaloosa Moscow, ID 83843
Louise Dix	Rt. 1, Box 210 Colfax, WA 99111
Tim Eaton	225 East Henley Moscow, ID 83843

VI. DISTRIBUTION ON DISSOLUTION

No person shall possess any property right in or to the property or assets of the Corporation. Upon the dissolution of the Corporation, all assets not otherwise disposed of and not subject to any trust shall be distributed to one or more charitable, religious, scientific or educational organizations or other organization qualifying under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

VII. BY-LAWS

The members shall forthwith adopt By-Laws for the management and operation of the Corporation not inconsistent with these Articles of Incorporation.

VIII. MEMBERSHIP

The authorized number and qualifications of members of the Corporation, the property, voting and other rights and privileges of members, and the members' liabilities for dues or assessments and the method of collection thereof, shall be set forth in the By-Laws of the Corporation.

IX. AMENDMENTS

These Articles of Incorporation may be amended only by vote or written consent of a majority of the members in good standing upon a resolution submitted by the Board of Directors.

X. REGISTERED AGENT AND OFFICE

The Registered Agent is Tom Lamar and the Office of the Corporation is 129 West Third, Suite 28, Moscow, Idaho 83843.

XI. DURATION

The duration of the Corporation shall be perpetual.

XII. NON-LIABILITY

Neither the officers, directors, nor members shall be personally liable for corporate obligations.

IN WITNESS WHEREOF, we, the incorporators of the Corporation, have set our hands and executed these Articles the 10 day of September, 1992.

PALOUSE-CLEARWATER ENVIRONMENTAL
INSTITUTE, INC.

Ellen Magnuson
ELLEN MAGNUSON, President

Address: PO Box 179, Kendrick ID
83537

Shonagh Preston
Shonagh Preston, Secretary

Address: 571 8th St.
Metolius, OR 97741

VERIFICATION

Ellen Magnuson, being first duly sworn on oath, deposes and says:

That she is the President of the above-named corporation; that she has read the foregoing Restated Articles of Incorporation of Palouse-Clearwater Environmental Institute, Inc. and that the contents thereof are true to the best of her information and belief.

Ellen Magnuson
Ellen Magnuson

SUBSCRIBED AND SWORN TO BEFORE ME this 10 day of September, 1992.

Shirley Spencer
NOTARY PUBLIC for Idaho
Residing at: Mesa
My Commission Expires: 10-24-92