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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

**SOUTHERN IDAHO EASTERN OREGON UNDERGROUND CORROSION
COMMITTEE, INC.**

KNOWN ALL MEN BY THESE PRESENTS: That the, the undersigned, in order to form a Nonprofit corporation for the purposes hereinafter stated, pursuant to the Idaho Nonprofit Corporation Act as in effect or as may hereafter be amended, do hereby certify as follows:

ARTICLE I

The name of the Corporation is **SOUTHERN IDAHO EASTERN OREGON UNDERGROUND CORROSION COMMITTEE, INC.**

ARTICLE II

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including for such purposed, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as amended.

When not inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the nature of the business and the object and purpose of this Corporation are not-for-profit, but are charitable and shall consist of the following:

- (1) To promote a forum for the discussion of and dissemination of information relating to cathodic protection and corrosion of metal structures.
- (2) To promote education relating to cathodic protection and corrosion of metal structures.
- (3) To promote a forum for the discussion of and testing of foreign interference of stray current in metal structures.

In addition to the foregoing, and where not inconsistent with Section 501(c)(3) of the Internal Revenue Code and the Idaho Nonprofit Corporation Act, the Corporation shall have the following powers:

- (1) To sue and be sued, complain and defend in its Corporate name;
- (2) To have a Corporate Seal, which may be altered at will and to use it, or facsimile of it, by impressing or affixing or in any other manner reproducing it;
- (3) To make and amend bylaws not inconsistent with its Articles of Incorporation or with the laws of this state, for regulating and managing the affairs of the Corporation;

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- (4) To purchase, receive lease or otherwise acquire, and own, hold, improve, use and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
- (5) To sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;
- (6) To purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and deal in and with shares or other interest in or in obligations of any entity;
- (7) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income.;
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment except as limited by Section 39-3-82, Idaho Code;
- (9) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other entity;
- (10) To conduct its activities, locate offices and exercise the powers granted by the Idaho Nonprofit Corporation Act within or without this state;
- (11) To elect or appoint Directors, Officers, Employees and Agents of the Corporation, define their duties and fix their compensation;
- (12) To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific or educational purposes and for other purposes that further the Corporate interests.
- (13) To impose dues, assessments, admissions and transfer fees upon its Members;
- (14) To establish conditions for admission of Members, admit Members and issue Memberships;
- (15) To carry on a business; and
- (16) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

ARTICLE III

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

Roger L Henrie
1301 S Locust Grove Road
Meridian, ID 83642

Brandon Croy
555 S Cole Road
Boise, ID 83709

James Murphy
1301 S Locust Grove Road
Meridian, ID 83642

The initial Directors shall hold an organizational meeting at the call of the majority of the Directors to complete the organization of the Corporation by appointing Officers, adopting By-Laws, and carrying on any other business brought before the meeting.

ARTICLE IV

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 II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and 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 –

- (a) By a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or –
- (b) By a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

Upon the dissolution of the Corporation, its assets shall be distributed for one of 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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 VI

The By-Laws of this Corporation shall be adopted by the initial board of directors. The By-Laws of this Corporation may be thereafter altered, amended, or new By-Laws adopted by any regular or any special meeting of the Board of Directors called for that purpose by the affirmative vote of two-thirds of the directors.

ARTICLE VII

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. The original Board of Directors shall be three; however, the By-Laws of the Corporation may provide for an increase or decrease in their number.

ARTICLE VIII

The street address of the Corporation's initial registered office is 1301 South Locust Grove Road, Meridian, Idaho 83642 – and the name of its initial registered agent at that address is Roger L. Henrie

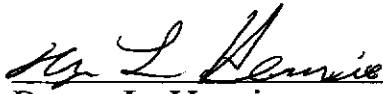
ARTICLE IX

The name and address of each Incorporator is as follows:

Roger L Henrie
1301 S Locust Grove Road
Meridian, ID 83642

Brandon Croy
555 S Cole Road
Boise, ID 83709

We, the Incorporators, for the purpose of forming a Nonprofit Corporation in pursuance of the laws of the Stat of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true, and subscribe our names hereunto this 11th day of June, 2012.



Roger L. Henrie



Brandon Croy