

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

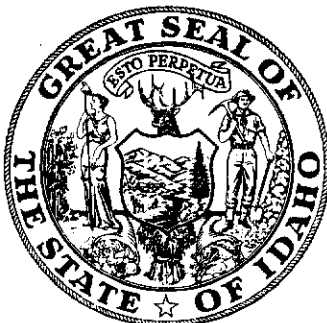
TRI-STATE IMPLEMENTATION COUNCIL, INC.

File number C 117081

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 TRI-STATE IMPLEMENTATION COUNCIL, 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: November 7, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Eric S. Smith*

Nov 7 10 29 AM '96

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
TRI-STATE IMPLEMENTATION COUNCIL, INC.**
An Idaho nonprofit corporation

The following Articles of Incorporation are executed pursuant to Idaho Code Section 30-3-17 and, unless otherwise stated herein to the contrary, are intended to be controlled by the Idaho Nonprofit Corporation Act.

FIRST

The name of the corporation is Tri-State Implementation Council, Inc.

SECOND

The corporation is a nonprofit corporation.

THIRD

The period of duration of the corporation is perpetual.

FOURTH

The purpose for which the corporation is organized is to carry out the water quality protection measures established in February 1993 by the U.S. Environmental Protection Agency and the State water quality agencies of Idaho, Montana and Washington regarding the Clark Fork River, Lake Pend Oreille and Pend Oreille River, pursuant to Section 525 of the Clean Water Act, as added by Public Law 100-4 (February 4, 1987),

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that directed the EPA to study the sources of pollution in the basin.

FIFTH

The corporation's initial board of directors shall adopt bylaws, which bylaws shall provide for members and membership requirements.

SIXTH

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 Fourth 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 distributing of statements) any political campaign on behalf of 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 corresponding section of any future federal

tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SEVENTH

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 the Court of Common Pleas 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.

EIGHTH

The street address of the corporation's initial registered office shall be 307 North Second Avenue, Suite 16, Sandpoint, Idaho 83864. The initial registered agent of the corporation shall be Ruth Watkins, at such street address.

NINTH

The Board of Directors of the corporation shall always consist of at least three individuals. The initial Board of Directors shall consist of four members, namely:

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1. Ruth Watkins
307 North Second Avenue, Suite 16
Sandpoint, ID 83864
2. Bob Farren
155 West Granite
Butte, MT 59701
3. Pierre Bordenave
120 East Lake Street, Suite 301
Sandpoint, ID 83864
4. Scott Hall
1981 LaClerc Road North
Usk, WA 99180

TENTH

The name and address of the incorporator for this corporation is Ruth Watkins, 307 North Second Avenue, Sandpoint, ID 83864.

Dated this 5th day of November, 1996.


Ruth Watkins