

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

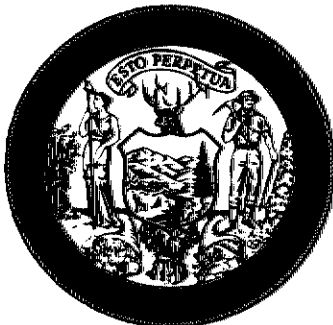
PALOUSE LAND TRUST, INC.

File number C 108928

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 PALOUSE LAND TRUST, 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: January 6, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ma Sibel*

ARTICLES OF INCORPORATION OF

PALOUSE LAND TRUST, INC. JAN 6 9 43 AM '95

SECRETARY OF STATE

I, THE UNDERSIGNED, acting as incorporator of a nonprofit corporation (Corporation) organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopt the following Articles of Incorporation (Articles) for such corporation:

I.

The name of the corporation is Palouse Land Trust, Inc.

II.

The Corporation is a nonprofit corporation.

III.

The period of duration of the corporation shall be perpetual.

IV.

The purpose or purposes for which the corporation is organized and will be operated are as follows:

A. Support the landowner in the permanent protection of rural farm and forest lands, urban and rural open spaces, promote preservation of significant areas of diverse habitat and scenic beauty, and to educate and inform landowners, professional advisors, and governmental entities about private sector land conservation.

B. Charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of

IDaho SECRETARY OF STATE  
CORP  
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ARTICLES OF INCORPORATION -- 1

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distributions to organizations that qualify as exempt under Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

V.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 IV hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public office. Notwithstanding any other provisions 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

VI.

The Corporation shall not have any members.

VII.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

| <u>NAME</u>   | <u>ADDRESS</u>                                 |
|---------------|--|
| John Norton   | 531 East Third Street<br>Moscow, Idaho 83843   |
| Penny Morgan  | 831 South Hayes Street<br>Moscow, Idaho 83844- |
| Cindy Fisher  | 1538 Borah Ave.<br>Moscow, Idaho 83843         |
| Archie George | 1033 El Cajon<br>Moscow, Idaho 83843           |

Charles L. Graham

3297 Mill Road  
Moscow, Idaho 83843

Christian Petrich

3380 Blaine Road  
Moscow, Idaho 83843

Gerry Wright

1238 Nearing Road  
Moscow, ID 83843

#### VII.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed to the federal government, or to a state or local government, for a public purpose or by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

#### VIII.

The right and power to amend, appeal, alter, rescind, and adopt the Bylaws of this corporation and to adopt new Bylaws is expressly conferred upon the Board of Directors of this

corporation as provided by statute. Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

IX.


The name and street address of the initial incorporator is:

John Norton                      531 East Third Street  
Moscow, ID 83843

X.

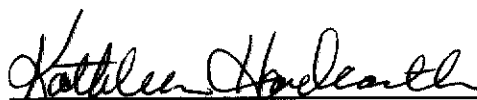
The location of the Corporation is in the City of Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 5 Kenworthy Plaza, 109 South Washington, Moscow, Idaho, 83843 and the name of the initial registered agent at this address is John Norton.

EXECUTED this 5<sup>TH</sup> day of JANUARY, 1995.

  
John Norton

STATE OF IDAHO        )  
                              )  
COUNTY OF LATAH    )

On this 5<sup>TH</sup> day of JANUARY, 1995, before me personally appeared John Norton, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same.

  
NOTARY PUBLIC in and for the  
State of Idaho, residing at  
Moscow therein.  
My Commission Expires: 9-20-97