

**ARTICLES OF INCORPORATION OF THE
IDAHO RESOURCE CONSERVATION AND DEVELOPMENT ASSOCIATION
(IRCDA), INC.**

The undersigned, in order to form a corporation for the purpose hereinafter stated, and in accordance and pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

NAME

The name of the corporation is the "Idaho Resource Conservation and Development Association (IRCD&), Inc."

ARTICLE II

TYPE OF CORPORATION

Idaho Resource Conservation and Development Association (IRCDA), Inc. is a nonprofit corporation.

ARTICLE III

DURATION

The term of existence shall be perpetual.

ARTICLE IV

PURPOSE

The purpose for which this corporation is organized is "To represent all member Resource Conservation and Development (RC&D) Areas of Idaho and to support the RC&D program at all levels," This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code.

ARTICLE V
CONTROLS

The organization and control of the internal affairs shall be regulated by the Board of Directors.

ARTICLE VI
MANAGEMENT

Management of the corporation is vested with the members. A Board of Directors shall exist to manage specific activities, with limited authorities granted by the members and set forth in the Bylaws, pursuant to section 30-314(c) of the Idaho Code. The initial Board of Directors shall be the same individuals listed as the Incorporators in Article X.

ARTICLE VII
SURPLUS FUNDS AND DISSOLUTION

The corporation is not organized for monetary profit and shall have no power to declare dividends. No part of any income shall accrue to the benefit of any member, or any private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered.

In the event of dissolution of this corporation, all business, property, and assets of the corporation shall be distributed to the donors thereof who are nonprofit corporations, organized and operated for educational and conservation purposes, and have established their tax exempt status under' section 501 (c) 3 of the Internal Revenue Code.

In the event the donors are no longer in existence and/or no longer a qualified distributee, unwilling or unable to accept the distribution, the assets shall be distributed to the Idaho Association of Soil Conservation Districts (IASCD), which is a nonprofit corporation, organized and operated for educational and conservation purposes, and which has established its tax exempt Status under section 501 (c) 3 of the Internal Revenue Code.

ARTICLE VIII
ALLOWABLE ACTIVITIES

Notwithstanding any other provisions of these articles, the corporation shall not engage in any other activities not permitted (a) by a corporation exempt from Federal income tax under section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) 2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX
REGISTERED OFFICE AND AGENT

Notwithstanding any other provisions of these articles, the corporation shall not engage in any other activities not permitted (a) by a corporation exempt from Federal income tax under section 501 (c) 3 of the Internal Revenue Code

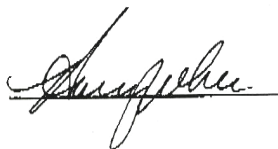
The address of the initial registered office shall be:

Harry Lee
1017 North Almon
Moscow, ID 83843

The initial registered agent shall be Harry Lee.

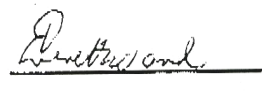
ARTICLE X
INCORPORATORS

Harry Lee, President
1017 N. Almon
Moscow, Idaho 83843



5/18/99
Date

Everett Ward, Vice President
1246 E., 1220 N.
Richfield, Idaho 83349



6/8/99
Date

Hank Berntsen, Treasurer
1553 Sunset Drive
Emmett, Idaho 83617

Hank Berntsen 07/19/92
Date

Norman D. Fomesbeck
293 South 2nd East
Weston, Idaho 83286

Norman D Fomesbeck 7-6-92
Date

Earl J. Ferguson
Nez Perce County
Commissioners Office
P.O. Box 896
Lewiston, Idaho 83501

Earl J Ferguson 5/27/92
Date

William S. Stanger
P.O. Box 172
Iona, Idaho 83427

William Stanger 6/19/92
Date

Ray Delay
Route 1, Box 37
Athol, Idaho 83801

Ray Delay 6-1-92
Date

Kent Rudeen
612 Calder
American Falls, Idaho 83211

Kent Rudeen 6-18-92
Date

F. Philip Davis
HC 71
Cascade, Idaho 83611

F. Philip Davis 6/4/92
Date

Rupert House
308 East Fork Road
Hailey, Idaho 83333

Rupert House 6/9/92
Date