

ARTICLES OF INCORPORATION
OF
CLEAN RIVER PARTNERS, INC.

For purposes of forming a corporation pursuant to the provisions of Chapter 317A of Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, we adopt the following Articles of Incorporation.

ARTICLE ONE

1. The name of this corporation shall be CLEAN RIVER PARTNERS, INC.

ARTICLE TWO

2. The purposes for which this corporation is organized are:

- 2.1. To protect and improve the surface and ground water resources and the natural systems of the Cannon River Watershed ~~of the State of and Southeast~~ Minnesota, to coordinate existing local and state government and citizen resources in the implementation of local water plans and a sense of "watershed pride" through education, information, and special events, and to generally provide for cooperative management protection of the Cannon River Watershed.

- 2.2. The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE THREE

3. The period of duration of the corporate existence of this corporation shall be perpetual.

ARTICLE FOUR

- 4.1. This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

- 4.2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse the members, directors and officers for reasonable expenses incurred on behalf of the corporation.

- 4.3. On dissolution of this corporation, the entire net assets remaining after payment of any and all liabilities and obligations of the corporation shall be distributed exclusively to an organization(s) organized and operated exclusively for charitable purposes as shall at that time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE FIVE

5. The registered office of the corporation shall be: 710 Division Street, Northfield, MN 55057.

ARTICLE SIX

6. The name and address of the incorporators and the first Board of Directors serving until the first annual meeting of the corporation as follows:

Larry M. Bauer, 907 Willow, Faribault, Minnesota 55021

ARTICLE SEVEN

7. This corporation shall not have any capital stock.

ARTICLE EIGHT

8.1. Membership in this corporation may consist of classes and will be governed by the Rules of Admission, Retention, Suspension and Expulsion as prescribed by the By-Laws.

8.2. Neither the members, directors or officers shall be personally liable for any obligation of this corporation.

8.3. The Board of Directors may levy dues and assessments upon the members according to their classes of membership in the manner provided in the By-Laws.

ARTICLE NINE

9. The Articles of Incorporation shall be amended in the manner provided in the By-Laws of this corporation.

Dated this 4th day of May, 1990, in Faribault, Minnesota.

[Larry M. Bauer signature]

STATE OF MINNESOTA)

) ss.

COUNTY OF RICE)

I, the undersigned, a Notary Public, hereby certify that on the 4th day of May, 1990, the above-named incorporator personally appeared before me and being by me, first duly sworn, declared that he is the person who signed the foregoing document as the incorporator, and that the statements therein contained are true.

[Notary Public signature]