

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

YAKIMA BASIN FISH AND WILDLIFE RECOVERY BOARD

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 4/14/2006

UBI Number: 602-604-592

APPID: 543533



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed

Sam Reed, Secretary of State

602604592

ARTICLES OF INCORPORATION

OF

YAKIMA BASIN FISH AND WILDLIFE RECOVERY BOARD

FILED
SECRETARY OF STATE

APR 14 2006

STATE OF WASHINGTON

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of Chapter 24.06 of the Revised Code of Washington, Nonprofit Miscellaneous and Mutual Corporations Act (the "Act"), hereby adopts the following Articles of Incorporation:

Article I. Name

The name of this Corporation is: **Yakima Basin Fish And Wildlife Recovery Board.**

Article II. Corporate Form

The Corporation shall be organized pursuant to Chapter 24.06 of the Revised Code of Washington, Nonprofit Miscellaneous and Mutual Corporations Act.

Article III. Duration

The period of its duration is perpetual unless dissolved by operation of law or otherwise.

Article IV. Purposes

The Corporation is organized exclusively for educational, charitable, scientific, and/or literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"). The Corporation shall carry out the purposes of the Yakima Basin Fish and Wildlife Recovery Board Interlocal Agreement (the "Interlocal Agreement") pursuant to the Interlocal Cooperation Act, Chapter 39.34 RCW. These purposes include, but are not limited to, serving as a regional recovery organization under RCW 77.85.090 and undertaking activities as a lead entity under Chapter 77.85 RCW to restore sustainable and harvestable populations of salmon, steelhead, bull trout and other at-risk fish and wildlife species. These activities shall be carried out through collaborative, economically sensitive efforts, combined resources, and wise resource management of the Yakima River Basin.

Article V. Power

The Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article IV that are consistent with the Act, the Interlocal Cooperation Act, and Section 501(c)(3) of the Code.

Article VI. Members

The Corporation shall have one class of Members. The initial Members of the Corporation shall be the Yakama Nation; Benton County, Kittitas County and Yakima County; and at least two cities from each of Benton, Kittitas and Yakima counties. Each of Benton, Kittitas and Yakima Counties and each city in such counties that is not an initial Member may be admitted as a Member by delivering written notice and an executed copy of the Interlocal Agreement to the Corporation. The Members shall appoint the Board of Directors in the manner set forth in the Interlocal Agreement.

Article VII. Prohibited Activity

Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or private individual. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, except as Section 501(c)(3) organizations may be permitted by the Code, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have or issue shares of stock and shall not make any disbursement of income or any loans to its directors or officers.

Article VIII. Registered Agent

The street address of the registered office of this Corporation is:

106 South 2nd Street

Selah, WA 98942

and the name of its registered agent at that address is:

David Bowen

Article IX. Board of Directors

All directors shall be elected officials, but alternate directors are not required to be elected officials. The number of directors of the Corporation shall be consistent with the Interlocal Agreement. The initial Board of Directors of the Corporation, who shall serve until their successors are appointed, shall be comprised of 10 directors. The names and addresses

of the persons who shall serve as the initial directors of the Corporation are listed on Exhibit A attached to and incorporated in these Articles of Incorporation.

Article X. Indemnification

In no event shall the members, directors or officers be liable to the Corporation for any act for failure to act under the provisions of the Interlocal Agreement or these Articles of Incorporation. In addition, the members assume their own liability as to third parties for acts performed under the Interlocal Agreement and each party shall save harmless the other parties, their officers, employees and agents from any and all costs, claims, judgments, and/or awards of damages for injuries to persons and/or damage to tangible property arising out of or in any way resulting from the parties' participation in the Interlocal Agreement or the Corporation. The members shall have no duties except those that are expressly set forth in the Interlocal Agreement and in the bylaws.

The members, directors and officers shall in no event be required to save harmless, defend or indemnify the Corporation for any act or failure to act under the provisions of the Interlocal Agreement, except as otherwise provided by separate agreement. The Corporation shall indemnify and hold harmless each and every member, director and officer, including but not limited to each member's officers, directors, employees, agents, and representatives, from any and all claims, including reasonable attorney's fees, which arise out of actions taken on behalf of or by the Corporation in furtherance of this Agreement. Nothing in this Article precludes the Corporation from contracting for indemnification; provided, a failure to provide indemnification by such a contractor does not excuse the Corporation's obligation under this Article.

Nothing in these Articles of Incorporation may be interpreted as a waiver of sovereign immunity by any member.

Indemnification of Members, Directors and Officers by the Corporation shall be consistent with the terms of the Interlocal Agreement, the Act, the Interlocal Cooperation Act and other applicable law. In the event of any inconsistency between this Article and the Interlocal Agreement, the terms of the Interlocal Agreement shall control to the extent consistent with applicable law.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its exemption from federal income taxation.

Article XI. Distributions Upon Dissolution


No director, trustee, or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining, after paying or making adequate provision for payment of all liabilities of the Corporation, shall be distributed to and for the benefit of its then existing Members in accordance with the Interlocal Agreement or any separate agreement

among the Members; provided that if any such Member is not exempt from federal income tax under Section 501(c)(3) of the Code, is not then described in Section 509(a)(1) or (2) of the Code, or is not a governmental entity, or is unwilling or unable to accept the distribution, or if such distribution is not otherwise possible, the distribution shall be made to the remaining Member or Members or, if none remains, to a governmental entity or entities or to an organization or organizations recognized as exempt under Section 501(c)(3) of the Code and described in Section 509(a)(1) or (2) of the Code for similar or identical uses and purposes as those for which this Corporation is organized as determined by the Corporation's Board of Directors. If no such entity or organization exists, then the distribution shall be made to a governmental entity or entities for educational, scientific or charitable purposes or to any organization or organizations recognized as exempt under Section 501(c)(3) of the Code and described in Section 509(a)(1) or (2) of the Code, as determined by the Corporation's Board of Directors or, if the Corporation's Board of Directors fails to make such determination, then the Superior Court of Yakima County shall make such determination.

Article XII. Incorporator

The incorporator is David Bowen and the incorporator's address is 205 West 5th Street, Suite 108, Ellensburg, WA 98926.

DATED this 5th day of April, 2006.



David Bowen, Incorporator

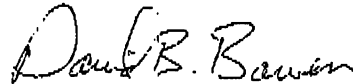
EXHIBIT A**Initial Board of Directors of
Yakima Basin Fish and Wildlife Recovery Board**

Name	Address
Sam Jim Jr.	PO Box 151, Toppenish, Wa
Mike Leita	128 N 2nd Street, Yakima, Wa 98901
Leo Bowman	PO Box 910, Prosser, Wa 99350
David Bowen	205 W. 5th Street, Suite 108, Ellensburg, Wa 98926
Nancy Lillquist	804 E. 2nd Street, Ellensburg, Wa 98926
Jerri Francisco Porter	1st and Pennsylvania, Box 451, Roslyn, Wa 98941
Neil McClure	City Hall, 129 N 2nd Street, Yakima Wa 98901
Jessie Farias	205 E. Third Street, Wapato, Wa 98951
Bryan Robinson	708 9th Street, Benton City, Wa 99320
Mathew Bleich	3801 W. Van Giesen, West Richland, Wa 99353

CONSENT TO APPOINTMENT AS REGISTERED AGENT

David Bowen hereby consents to serve as Registered Agent in the state of Washington for **Yakima Basin Fish and Wildlife Recovery Board**, a Washington nonprofit corporation. David Bowen understands that as agent for the Corporation, he/she/it is responsible for receiving service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of its resignation or of any changes in the registered office address of the Corporation for which it is agent.

Executed this 5th day of April, 2006.



Name: David Bowen
Title: Chairman of the Board

NAME OF REGISTERED AGENT: David Bowen

ADDRESS OF REGISTERED AGENT: 205 West 5th Street, Suite 108
Ellensburg, WA 98926