

## ARTICLES OF INCORPORATION

OF

LOW IMPACT HYDROPOWER INSTITUTE

**FILED**In the office of the Secretary of State  
of the State of California

JUN 17 1999



BILL JONES, Secretary of State

**FIRST:** The name of the Corporation is LOW IMPACT HYDROPOWER INSTITUTE

**SECOND:** The period of duration is perpetual.

**THIRD:** The Corporation shall have no members.

**FOURTH:** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may be hereafter amended (the "Code"), including but without limitation:

- Setting criteria for characterizing hydropower facilities as low impact;
- Conducting a program to certify dams that meet these criteria with a goal of (1) Reducing the environmental impacts of hydropower generation; by (2) Creating a credible and accepted standard for consumers to use in evaluating hydropower;
- Making information about the environmental effects of power generation available to the public.

In pursuance of its corporate purposes the Corporation shall have the powers to do all things necessary, proper and consistent with obtaining and maintaining its tax-exempt status under section 501(c)(3), and to engage in any lawful act or activity for which corporations may be organized under the California Nonprofit Public Benefit Corporation Law. The Corporation shall have all the general powers enumerated in §§ 5140 and 5141 of the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

**FIFTH:** The property of the Corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption under §214 of the California Revenue and Taxation Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts.

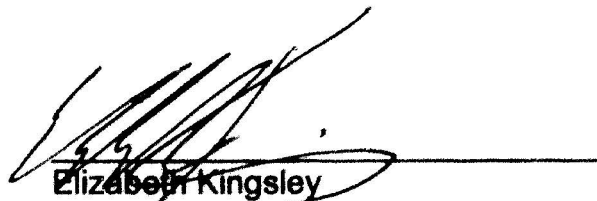
**SIXTH:** No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3), nor shall the Corporation participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements). Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, the Corporation shall not take any action not permitted by applicable law.

**SEVENTH:** The internal affairs of the Corporation shall be entrusted to the Board of Directors as prescribed in the Bylaws. The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws.

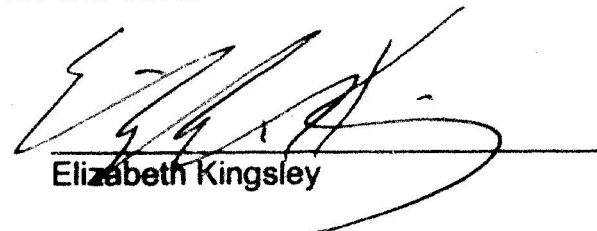
**EIGHTH:** In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations as the Board of Directors may determine and which are organized and operated exclusively for charitable or educational purposes and which meet the requirements for exemption under §214 of the California Revenue and Taxation Code and qualify as exempt organizations under section 501(c)(3) of the Code and §23710 of the California Revenue and Taxation Code. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

**NINTH:** The name of the initial agent for service of process is Michael E. Bowen , and the address is: Presidio Building 49, PO Box 29512, San Francisco, CA, 94129.

For purposes of forming the Corporation under the laws of the State of California, the undersigned, constituting the incorporator, has executed these Articles of Incorporation as of June 14, 1999.

  
Elizabeth Kingsley

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
Elizabeth Kingsley