

**ARTICLES OF INCORPORATION
OF
ZUMBRO WATERSHED PARTNERSHIP INC**

We, the undersigned, of full age, for the purpose of forming a non-profit corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be Zumbro Watershed Partnership Inc.

ARTICLE II.

This corporation is organized and shall be operated exclusively, for educational or scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and in particular, to protect and improve the surface and ground water resources and the natural systems of the Zumbro Watershed of the State of 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 resource management and protection of the Zumbro Watershed. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of its purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of its purposes.

ARTICLE III.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 above in Article II.

ARTICLE IV.

No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V.

For its purposes and not otherwise, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with its purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as it now exists or as it may be amended or supplemented in the future. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI.

This corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any other person the repayment of a loan made to an officer or director of this corporation.

ARTICLE VII.

The period of duration of this corporation's corporate existence shall be perpetual.

ARTICLE VIII.

The registered office of this corporation shall be located at 5823 River Ridge Court Northeast, Rochester, Minnesota 55906.

ARTICLE IX.

The corporation shall have members with voting rights.

ARTICLE X.

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the By-Laws of this corporation. Any action may be taken by the Board of Directors by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors shall be notified of the text of the written action prior to the signing by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

ARTICLE XI.

The names and post office addresses of the members of the Board of Directors of this corporation are as follows:

Judy Ohly (Olmsted County Commissioner)	5823 River Ridge Court Northeast Rochester, Minnesota 55906
Lou Ohly	5823 River Ridge Court Northeast Rochester, Minnesota 55906
Thomas Gosse	511 Second Street East Wabasha, Minnesota 55981
Dick Schulz	3262 Lake Street Northwest Rochester, Minnesota 55901
Kyle Ketterling	11158 Cedar Beach Drive Northwest Oronoco, Minnesota 55960
Jack Heather	P.O. Box 225 Eyota, Minnesota 55934
Andy Hart (Soil and Water Conservation District)	10723 County Road 11 Northeast Elgin, Minnesota 55932

Ken Olson	24614 530 th Street Pine Island, Minnesota 55963
Ron Fuller	54 Blakely Court Northwest Oronoco, Minnesota 55960
Kevin Adams	10826 Third Avenue Northwest Oronoco, Minnesota 55960
Vernetta Pahl	206 First Avenue Northeast Pine Island, Minnesota 55963
Harlen Pahl	206 First Avenue Northeast Pine Island, Minnesota 55963
Paul Baessler	21 First Street Southwest Rochester, Minnesota 55902
Terry Lee	13608 Postier Drive Northwest Oronoco, Minnesota 55960
Eugene McNallan (Wabasha County Commissioner)	Rural Route 1 Box 96 Kellogg, Minnesota 55945

ARTICLE XII.

The names and post office addresses of the Incorporators are:

<u>Name</u>	<u>Address</u>
Judy Ohly	5823 River Ridge Court Northeast Rochester, Minnesota 55906

ARTICLE XIII.

This corporation shall have no capital stock.

ARTICLE XIV.

The directors of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XV.

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XVI.

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision in these articles to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XVII.

The corporation shall indemnify its directors, officers, employees, agents, and such other persons, for such expenses and liabilities, to the maximum extent permitted by the Minnesota Non-Profit Corporation Act as currently enacted, and to such greater extent as amendments to the Act may permit. No amendment or repeal of the Minnesota Non-Profit Corporation Act shall adversely affect the rights of any such director, officer, or other person existing at the time of such amendment or repeal. The corporation may advance expenses of litigation to the extent provided for in the Minnesota Non-Profit Corporation Act as now enacted or subsequently amended. The corporation may enter into agreements with persons acting for or on behalf of the corporation to indemnify such persons, for such expenses and liabilities, and to such extent, as permitted by the Minnesota Non-Profit Corporation Act as the corporation shall determine.

ARTICLE XVIII.

All references in these Articles to sections of the Internal Revenue Code refer to the Internal Revenue Code of 1986 as it now exists or may be amended or supplemented in the future and to corresponding sections of any tax codes that may be adopted in the future. All references to Chapter 317A of the Minnesota Statutes shall refer to that chapter as it now exists or as it may be amended or supplemented in the future and to any corresponding law relating to Minnesota non-profit corporations that may be adopted in the future.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2005.

Judy Ohly