

Conservation Science Institute, Inc.

An IDAHO Non-profit Corporation

AMENDED ARTICLES OF INCORPORATION

ARTICLE I NAME

1. Name

The name of this corporation shall be Conservation Science Institute, Inc. The business of the corporation may be conducted as Conservation Science Institute or CSI.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

Conservation Science Institute, Inc. is a non-profit corporation whose purpose is to provide actionable science to help broad-based partnerships reach their conservation goals. This may include research, technical assistance, and education to federal and state resource management agencies and their potential partners, to address resources issues via interdisciplinary problem solving at multiple scales, ranging from local, to regional, to national.

3.02 Non-Profit

Conservation Science Institute, Inc. is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

Conservation Science Institute, Inc. is organized exclusively for scientific and educational 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, or corresponding section of any future federal tax code. No part of the net earnings of Conservation Science Institute, Inc. shall inure to the benefit of, or be distributable to its members, 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 in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Conservation Science Institute, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Conservation Science Institute, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Conservation Science Institute, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Conservation Science Institute, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Conservation Science Institute, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Conservation Science Institute, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The

court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of IDAHO.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of IDAHO to be added to the general fund.

4.04 Prohibited Distributions

We do not offer or provide grants or loans to other organizations. No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 in Article III, Section 3.01.

Distributions to other organizations will be documented with copies of receipts, letters or other relevant documents. According to our bylaws, any distribution would have to be approved by the board of directors. The method of approval would be documented. Distributions to organizations have not yet occurred since the incorporation.

We do not offer or provide grants or loans to any foreign organizations. We also comply and put to practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to our foreign activities.

4.05 Restricted Activities

We have not yet spent any volunteer time or any part of our budget to influence legislation. Our legislative activities will always be insubstantial and less than 2% of our volunteer time and expenses, if we decide to do so. Currently we have no plans or program in place to undertake such activities. The corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any

activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.07 Fundraising Activities

We may send fundraising letters to businesses and individuals at least annually to request that they donate funds to support Conservation Science Institute, Inc. or to be cordially invited to attend our annual fundraising banquet and auction. We may fundraise by telephone solicitation. It involves calling prospective or existing donors and asking for support. We may utilize internet solicitation methods, including but not limited to email, social media contacts and other mediums. We may fundraise by approaching a broad spectrum of entities and individuals in person to share the mission of Conservation Science Institute, Inc. and seek public support. We may accept donations during our lectures and slideshow program and expeditions. We may apply for private or public foundation grants. We will not accept donations on our website. All donations that are received by check will be recorded on the donation form provided as exhibit A, below.

ARTICLE V BOARD OF DIRECTORS

5.01 Governance

Conservation Science Institute, Inc. shall be governed by its board of directors.

5.02 Directors

CSI will have no fewer than three and no more than twelve members on the board of directors. The initial directors of the corporation shall be Kathryn Melsop, Steve Sanders, and Rob Wiley.

ARTICLE VI MEMBERSHIP

6.01 Membership

Conservation Science Institute, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Conservation Science Institute, Inc.
1209 Shenandoah Drive.
Boise, ID 83712

The mailing address of the corporation is:

Conservation Science Institute, Inc.
1209 Shenandoah Drive.
Boise, ID 83712

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Casey Lott
1209 Shenandoah Drive.
Boise, ID 83712

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Casey Lott
1209 Shenandoah Drive.
Boise, ID 83712

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Conservation Science Institute, Inc. were approved by the board of directors on October 26, 2020, and constitute a complete copy of Articles of Incorporation of the Conservation Science Institute, Inc.



Steve Sanders, board secretary, signature: _____



Casey Lott, founder

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Casey Lott, agree to be the registered agent for Conservation Science Institute, Inc. as appointed herein.



Casey Lott, Registered Agent

Date: 10/26/2020

Exhibit A: Conservation Science Institute, Inc. Contribution Form

Donor Name (Mr/Mrs/Ms): -----
Position & Corporation (if applicable): -----
Street address: -----
City: ----- State ----- Zip code: -----
Phone: () ----- Email: -----

We would like to make a contribution

In amount of: \$-----

We would like to include some of our products for fundraising auctions
We would like to contribute equipment to be used in the field

Is this contribution being made in memory or in honor of someone special? If so, please complete the following:

In memory of: ----- In honor of: -----

We are making this contribution by:

Check - Payable to: Conservation Science Institute, Inc.

Contributions to Conservation Science Institute, Inc. are tax-deductible.

Conservation Science Institute, Inc. is a non-profit public benefit 501(c)(3) corporation and is operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code. Conservation Science Institute, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes and no part of the receipts, or net earnings of the corporation shall be used for any activities other than its mission. Conservation Science Institute, Inc. will always retain control over the contributed funds and will provide the relative information regarding its activities on its website: <http://conservationscienceinstitute.org>.