

ARTICLES OF INCORPORATION
Of
Southern Indiana Cooperative Weed Management Area, Inc.

The undersigned incorporators, desiring to form a corporation, the Southern Indiana Cooperative Weed Management Area, Inc. (“SICWMA”), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (“Act”), have executed the following Articles of Incorporation:

Article 1
Name of Corporation

The name of the corporation is the Southern Indiana Cooperative Weed Management Area, Inc.

Article 2
Type of Corporation, Purposes, and Powers

Section 2.01. SICWMA is a public benefit corporation.

Section 2.02. The purposes for which SICWMA is organized are defined and limited as follows:

- (a) For public, scientific, educational, and charitable purposes, including protecting, restoring, and enhancing southern Indiana’s natural plant communities by decreasing the impact of non-native invasive species through prevention, detection, and control programs at the local and regional level.
- (b) To perpetuate the above purposes in the event of dissolution by distributing any and all assets to a successor organization similarly dedicated.
- (c) To assist and engage in all activities that serve charitable, educational, and scientific purposes that are permitted by the Act, and that are permitted to be carried on by an organization exempt from federal taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, any amendments thereto, corresponding provisions in any recodification thereof, and the Treasury Regulations promulgated thereunder (“Code”), or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
- (d) Nothing contained in these Articles of Incorporation shall be construed to authorize SICWMA to engage in any activities or perform and functions that are not within the tax-exempt purposes enumerated in section 501(c)(3) of the Code, nor to authorize SICWMA to conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Code or an organization to which contributions are deductible under Section 170(c)(2) of the Code.
- (e) No part of the net earnings of SICWMA shall inure to the benefit of any Director or Officer of SICWMA or to any private individual, except that SICWMA shall be authorized and empowered to pay a reasonable compensation for services rendered by a Director, Officer, or employee or other private entity

and to pay principal and interest at a rate of interest not exceeding current market rates on funds loaned or advanced to SICWMA. SICWMA shall not knowingly engage in any transaction that is an “excess benefit transaction” subject to excise tax under Section 4958 of the Code.

(f) SICWMA shall strictly adhere to the permitted limits of its election with respect to supporting, opposing, advocating the adoption or rejection of, or otherwise influencing legislation, and SICWMA shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

Article 3 Registered Agent and Registered Office

Section 3.01. The name of the initial registered agent for SICWMA is Tom Tremain.

Section 3.02. The initial registered office address for SICWMA is the principal office address:
White River RC&D Office
1919 Stevens Avenue
Bedford, IN 47421.

Article 4 Membership

SICWMA shall not have members.

Article 5 Incorporators

The names and addresses of the incorporators are as follows:

1. Teena Ligman, 811 Constitution Ave., Bedford, IN 47421.
2. Jerry Lish, White River RC&D Office, 1919 Stevens Ave., Bedford, IN 47421.
3. Ron Rathfon, 12000 Purdue Farm Rd, Dubois, IN 47527.

Article 6 Provisions for Regulation of SICWMA and the Conduct of Its Affairs

Section 6.01. The affairs of SICWMA shall be managed by its Board of Directors.

Section 6.02. The Board of Directors shall have the power to make, alter, amend, or repeal the By-Laws of SICWMA.

Section 6.03. Notwithstanding any contrary provisions in the Articles of Incorporation, the Board of Directors shall not have the power or authority to take or authorize any action that shall deprive SICWMA of its status as an exempt organization under Section 501(c)(3) of the Code.

Section 6.04. SICWMA may amend, change, or repeal any provision of the Articles of Incorporation or any amendment thereto, provided that no amendment is permitted that would have the effect of disqualifying SICWMA as an exempt organization under Section 501(c)(3) of the Code.

Article 7

Distribution of Assets on Dissolution or Final Liquidation

In the event SICWMA is dissolved or liquidated by operation of law or decision of its Board of Directors, the assets remaining after all SICWMA's debts are paid shall be distributed by the Board of Directors to the Midwest Invasive Plant Network, or if the Midwest Invasive Plant Network does not exist, a successor organization organized to pursue purposes substantially the same as those of SICWMA, provided that any organization designated to receive the assets must, at the time of transfer of the assets, either be exempt from Federal taxation under Section 501(c)(3) of the Code, or be a governmental entity that will use the assets exclusively for public purposes. In the event the Board of Directors is unable to identify a qualifying organization or is otherwise unable to fulfill its duties under this Article, SICWMA's assets shall be transferred to an exempt organization or a unit of government identified and determined suitable by a court of competent jurisdiction.

Article 8

Restrictions Applicable if SIWMCA is or Becomes a Private Foundation

Notwithstanding anything contained in the Articles of Incorporation to the contrary, in the event SICWMA should fail to qualify as a "public charity" and is classified as a "private foundation," as that term is defined in Section 509(a) of the Code, then in order to comply with section 508(e) of the Code, and for as long as SICWMA is deemed a "private foundation," the powers and activities of SICWMA shall be subject to the following requirements, restrictions, and limitations:

- (a) SICWMA shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.
- (b) SICWMA shall distribute its income for each taxable year at such time and in such manner so as not to become subject to a tax on undistributed income under Section 4942 of the Code.
- (c) SICWMA shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) SICWMA shall not make any investments that will subject it to tax under Section 4944 of the Code.
- (e) SICWMA shall not make any taxable expenditures as defined in Section 4954(d) of the Code.

IN WITNESS WHEREOF, the undersigned, being the Incorporators designated in Article 5, executes these Articles of Incorporation this _____ day of _____, 2008.

Signature

, Incorporator

Printed Name: Teena Ligman

Signature

, Incorporator

Printed Name: Jerry Lish

Signature

, Incorporator

Printed Name: Ron Rathfon

This document was prepared by:
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