

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, KIM WYMAN, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

AG WATER BOARD OF WHATCOM COUNTY

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

Date: 4/14/2016

UBI Number: 603-608-139



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

Kim Wyman

Kim Wyman, Secretary of State

Date Issued: 4/14/2016

**ARTICLES OF INCORPORATION
OF
AG WATER BOARD OF WHATCOM COUNTY**

The undersigned, acting as Incorporator of a corporation under the Washington Nonprofit Corporation Act, adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of this Corporation is the AG WATER BOARD OF WHATCOM COUNTY (the "Corporation").

**ARTICLE II
Duration**

The Corporation shall have a period of duration which is perpetual.

**ARTICLE III
Purpose**

The Corporation is organized as a watershed management partnership pursuant to RCW 87.03.019 and RCW 39.34.210. The Corporation is intended to provide a forum for coordinating the actions of individual watershed improvement districts (hereinafter referred to as "WIDs") relating to addressing water supply, water quality, drainage and other water related issues affecting agricultural landowners in Whatcom County. The Corporation is also intended to provide a forum for joint cooperation in regards to organizational, administrative, legal, engineering, and other services for WIDs in a manner that will provide costs savings and efficiencies. The Corporation is organized to represent the collective interests of the WIDs in project and policy efforts with other interests in Whatcom County and Washington State, including other tribal, local, state, federal, environmental and agricultural entities. The Corporation desires to ensure transparency and accountability in the operation of WIDs by establishing uniform procedures, education, and training opportunities for WIDs. The Corporation will jointly and cooperatively work with the WIDS to implement any of the powers and authorities of irrigation districts allowed under RCW 87.03, RCW 39.34, or other applicable laws. The Corporation may also engage in all such activities as are incidental or conducive to the attainment of the objectives of the Corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this Corporation.

**ARTICLE IV
Nonprofit Corporation**

The Corporation is not organized for profit. No member, member of the Board of Directors or person from whom the Corporation may receive any property or funds shall receive or be lawfully entitled to receive any pecuniary profit from the operations thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any members of the Board of Directors. The foregoing, however, shall neither prevent nor restrict the

following: (1) reasonable compensation may be paid to any member or manager while acting as an agent or employee of the Corporation for services rendered in effecting one or more purposes of the Corporation; and (2) any member or Board member may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

ARTICLE V
Members

The Corporation shall have one (1) class of members, which shall consist of various WIDs located in Whatcom County, Washington, along with other entities as more particularly described in the Bylaws. Additional members may be added as set forth in the Bylaws for the Corporation.

ARTICLE VI
Registered Office and Agent

The address of the initial registered agent of this Corporation is 709 Grover Street, Lynden, WA 98264 and the name of its initial registered agent at such address is Nicole L. Terpstra, Attorney at Law, PLLC.

ARTICLE VII
No Capital Stock

The Corporation shall not be authorized to issue capital stock of any kind.

ARTICLE VIII
Board of Directors

Initial Directors. The number of directors of this Corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors of this Corporation consists of six (6) directors. The names and addresses of such directors are as follows:

Marty Maberry	816 Loomis Trail Road Lynden, WA 98264
Andy Enfield	1064 Birch Bay Lynden Road Lynden, WA 98264
Mike Boxx	6299 Northwest Road Ferndale, WA 98248
Scott Bedlington	8497 Guide Meridian Road Lynden, WA 98264
Rod Vande Hoef	2121 Stickney Island Road Everson, WA 98247

Roger Bajema

792 E. Badger Road
Lynden, WA 98264

**ARTICLE IX
Director Liability**

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for conduct as a director, except for liability of the director for: (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, or (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by law, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE X
Indemnification**

The Corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

**ARTICLE XI
Distributions upon Dissolution**

Upon dissolution or final winding up of the Corporation under the laws of the State of Washington, all of its assets remaining after payment of creditors will be distributed, or sold and the sales proceeds distributed, in accordance with the provisions of RCW 24.03.271.

**Article XII
Amendments**

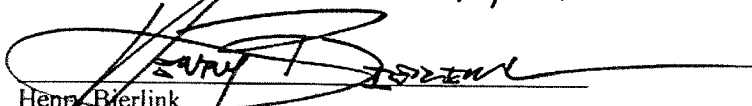
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

**ARTICLE XIV
Incorporator**

The name and address of the incorporator of the Corporation is as follows:

Henry Bierlink 1796 Front Street
Lynden, WA 98264

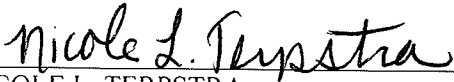
DATED this 11th day of April, 2016.


Henry Bierlink
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Nicole L. Terpstra, Attorney at Law, PLLC, hereby consent to serve as registered agent, in the State of Washington, for the following Corporation: AG WATER BOARD OF WHATCOM COUNTY. I understand that as agent for the Corporation, it will be my responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the Corporation for which I am agent.

Dated this 21 day of April, 2016.



NICOLE L. TERPSTRA
ATTORNEY AT LAW, PLLC
709 Grover Street
Lynden, WA 98264