

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

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(FOR BUREAU USE ONLY)

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JUN 16 1997

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Name

James D. Schramm

Address

P.O. Box 828

City

Pentwater, MI 49449

State

Zip Code

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748-640

ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Instream Flow Council, Inc.

ARTICLE II

The purpose or purposes for which the corporation is organized are:

This Corporation is a non-profit, domestic corporation to be organized exclusively as a professional association within the meaning of Section 501(c)(6) of the Internal Revenue Code.

(continued on page 3)

ARTICLE III

1. The corporation is organized upon a non-stock basis.
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is

_____ . If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

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Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

Article II (continued)

The purposes for which the corporation is organized are as follows:

- A. To help state, provincial and territorial fish and wildlife management agencies establish, maintain and administer effective programs for protection of instream flows for aquatic resources.
- B. To identify and encourage the application of appropriate methods and strategies (both nationally and regionally) for identifying instream flow needs.
- C. To encourage and facilitate the regular exchange of information among all levels of instream flow scientists, natural resource administrators, and aquatic resource managers.

(Articles continued on attached sheets)

I, (We), the incorporator(s) sign my (our) name(s) this 1st day of June, 1997

Gary Whelan
Gary Whelan

ARTICLES OF INCORPORATION

Instream Flow Council, Inc.

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Article VI

No part of the net earnings shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC 501(c)(6) or the corresponding section of any future federal tax code.

Article VII

A volunteer director of the Corporation shall not be personally liable to the Corporation or its shareholders or members for monetary damages for breach of the volunteer director's fiduciary duty, except for liability:

- A. For any breach of the volunteer director's duty of loyalty to the corporation or its shareholders or members;
- B. For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- C. For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- D. For any transaction from which the volunteer Director derived an improper personal benefit;
- E. For any acts or omissions that are grossly negligent.

Article VIII

The Corporation hereby assumes the liability for all acts or omissions of a nondirector volunteer effective upon the filing of these Articles of Incorporation if all of the following are met:

- A. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- B. The volunteer was acting in good faith.
- C. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- D. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218, of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.