

ARTICLES OF INCORPORATION OF THE CONSERVATION LAW CENTER, INC.

The undersigned incorporator, desiring to form a corporation, the Conservation Law Center, Inc. ("CLC") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), has executed the following Articles of Incorporation:

Article I: Name of Corporation and Address of Principal Office

The name of the corporation is the Conservation Law Center, Inc., and its principal address at the time of incorporation is 211 S. Indiana Ave., Bloomington, IN 47405.

Article II: Type of Corporation, Purposes and Powers

Section 2.01.

The CLC is a public benefit corporation.

Section 2.02.

The purposes for which the CLC is organized are defined and limited as follows:

- (a) for public, educational, and charitable purposes, including developing law and policy that will help solve conservation problems and educating law students by providing a forum in which they can gain practical experience with the tools of legal practice in service of natural resource conservation objectives;
- (b) to perpetuate the above purposes in the event of dissolution by distributing any and all assets to a successor organization similarly dedicated;
- (c) for the purpose of assisting and engaging in all activities that serve charitable, educational and scientific purposes that are permitted by the Act, and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501(c)(3) and Section 170(c)(2) of the "Code", defined herein as the Internal Revenue Code of 1986 and any amendments thereto, as well as the corresponding provisions in any recodification thereof, and the Treasury Regulations promulgated thereunder;
- (d) nothing contained in these Articles of Incorporation shall be construed to authorize the CLC to engage in any activities or perform any functions that are not within the tax-exempt purposes enumerated in Section 501(c)(3) of the Code, nor to authorize the CLC to 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 the CLC shall inure to the benefit of any Officer or Director or to any private individual, except that the CLC shall be authorized and empowered to pay 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 the CLC for its purposes. The CLC shall not knowingly engage in any transaction that is an “excess benefit transaction” subject to excise tax under Section 4958 of the Code; and

(f) the CLC 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 the CLC 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 III: Registered Agent

The name of the initial registered agent for the CLC is Robert L. Fischman, and the initial registered office address is the principal office address set forth in Article I herein.

Article IV: Membership

The CLC is not a membership organization.

Article V: Incorporator

The name and address of the incorporator of the CLC is: W. William Weeks, 16562 Old Waterford Road, Paeonian Springs, Virginia, 20129.

Article VI: Provisions for Regulation of the CLC and the Conduct of Its Affairs

Section 6.01. Management

The affairs of the CLC shall be managed by its Board of Directors.

Section 6.02. By-Laws

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

Section 6.03. Limitations on Powers of the Board of Directors

The powers of the Board of Directors as described herein are limited in that the Board may not take or authorize any action that shall deprive the CLC of its status as an exempt organization under Section 501(c)(3) of the Code.

Section 6.04. Amendment of the Articles of Incorporation

The CLC may amend, change or repeal any provision of the Articles of Incorporation or any amendment thereto in any manner now or hereafter prescribed by the Act or any amendment thereto, provided however that no amendment is permitted that

would have the effect of disqualifying the CLC as an exempt organization under Section 501(c) (3) of the Code.

Article VII: Distribution of Assets on Dissolution or Final Liquidation

In the event that the CLC is dissolved or liquidated by operation of law or decision of its Board of Directors, the assets of the CLC remaining after all debts of the CLC are paid shall be distributed by the Board of Directors to a successor organization organized to pursue purposes similar to those named herein, or if no such organization can be timely identified, to the Indiana University School of Law, to be used in its environmental law program, if such a program exists at the time of dissolution or termination of the CLC, or if such an environmental law program does not exist, then for the general purposes of the Indiana University School of Law, provided, however, that any organization designated to receive the assets of the CLC must, at the time of the transfer of the assets, either be exempt from Federal income taxation under Section 501(c) (3) of the Code, or be a government entity that will use the assets exclusively for public purposes. In the event the Board is unable to identify a qualifying organization or otherwise unable to fulfill its duties under this Article, the assets of the CLC shall be transferred to an exempt organization or a unit of government identified and determined suitable by a court of competent jurisdiction.

Article XIII: Restrictions Applicable If The CLC Is Or Becomes Private Foundation

Notwithstanding anything contained in the Articles of Incorporation to the contrary, in the event the Corporation 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 so long as the CLC is deemed a "private foundation," the powers and activities of the CLC shall be subject to the following requirements, restrictions and limitations:

Self-dealing. The CLC shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

Mandatory Distributions. The CLC 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.

Excess Business Holdings. The CLC shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

Jeopardizing Investments. The CLC shall not make investments that will subject it to tax under Section 4944 of the Code.

Taxable Expenditures. The CLC shall not make any taxable expenditures as defined in Section 4954 (d) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator of the CLC executes this document, this 24th day of January, 2005.