

**Articles of Incorporation
Of
Citizens Water Advocacy Group**

Article I. Name

The name of the Corporation is Citizens Water Advocacy Group.

Article II. Purpose

The corporation is organized for education and scientific purposes within the meaning of Section 501(c)3 of the Internal Revenue Service Code.

Article III. Character of Affairs

The character of affairs of the corporation will be to provide for the instruction of the public on subjects useful and beneficial to the community primarily concerning water issues in the Upper Verde Watershed and Prescott Active Management Area, and obtain scientific information that will be made available to the public on a nondiscriminatory basis.

Article IV. Applicable IRS Code-Organizing

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Code of 9-98 (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 501(c)3 of the Internal Revenue Code of 9-98 (or the corresponding provisions of any future United States Internal Revenue Laws).

Article V. Applicable IRS Code-Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or

scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 9-98 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Article VI. Power of Indemnification

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

Article VII. Board of Directors

The initial board of directors shall consist of 4 directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, or until their successors are elected and qualifies are:

Katherine Lauster
4141 Cool Valley Rd.
Chino Valley, AZ. 86323

Edward Wolfe
2725 Boone Ct
Prescott, AZ. 86305

Amanda Schlimgen-Wilson
639 Tiburon Drive
Prescott, AZ. 86303

Tom Pettit
438 Campbell St.
Prescott, AZ 86301

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

Article VIII. Known Place of Business

The street address of the known place of business of the Corporation is:
C/o Katherine Lauster
CWAG
4141 Cool Valley Rd.
Chino Valley, AZ. 86323

Article IX. Statutory Agent

The name and address of the statutory agent of the Corporation is:
Katherine Lauster
4141 Cool Valley Rd.
Chino Valley, AZ 86323

Article X. Incorporators

The names of the incorporators are:

Katherine Lauster
4141 Cool Valley Rd.
Chino Valley, AZ. 86323

Amanda Schlimgen-Wilson
639 Tiburon Drive
Prescott, AZ. 86303

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these articles of Incorporation to the Arizona Commission.

Article XI. Anti-Discrimination

The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

Article XII. Members

The corporation will have members.

EXECUTED this _____ day of _____, 2004 by all of the incorporators.

Signed: _____	_____
Katherine Lauster	Amanda Schlimgen-Wilson
PHONE: 928 636 1622	928 443 8964

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this ____ day of _____, 2004

Signed _____
Katherine Lauster