

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

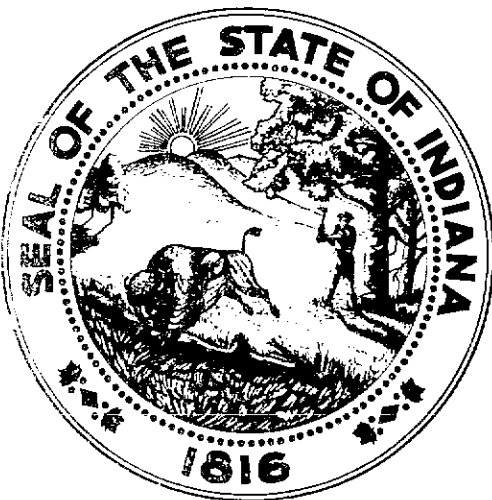
OF

INDIANA ASSOCIATION FOR FLOODPLAIN AND STORMWATER MANAGEMENT, INCORPORATED

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended.

NOW, THEREFORE, I Hereby issue to such corporation this Certificate of incorporation, and further certify that its corporata existence will begin July 25, 1997.

In Witness Whereof, I have herunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 25th day of July, 1997



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

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Deputy

ARTICLES OF INCORPORATION

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

OF

**INDIANA ASSOCIATION FOR
FLOODPLAIN AND STORMWATER MANAGEMENT, INCORPORATED**

The undersigned Incorporator, desiring to form a public benefit nonprofit corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of Indiana's 1991 Nonprofit Corporation Act, as amended (hereinafter referred to as the "Law"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is INDIANA ASSOCIATION FOR FLOODPLAIN AND STORMWATER MANAGEMENT, INCORPORATED (hereinafter referred to as the "Corporation").

RECORDED
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SUE ALLEN

ARTICLE II

Type of Corporation

The corporation is a public benefit Corporation.

ARTICLE III

Purpose

Sec. 3.1. Purpose. The purpose of the Corporation is to provide a means of representation regarding policies and activities dealing with floodplain and stormwater management and to advance the study, research and exchange of information on the technical aspects of floodplain and stormwater management as a means of reducing flood damage within Indiana. The Corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. 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.

The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. No part of the net earnings 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.

ARTICLE IV

Powers of Corporation

Sec. 4.1. Powers. Subject to any limitation or restriction imposed by the Law, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

(a) The same capacity to act as possessed by natural persons and to do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law.

(b) To establish, levy, collect and enforce payment by any lawful mean of any charges or assessments made against Members or others pursuant to the terms of the By-laws; to pay all expenses in connection with such collection and all office and other expenses in connection with such collection and all office and other expenses incident to the conduct of the business of the Corporation including any license fees, taxes or other governmental charges levied or imposed against the property of the Corporation;

(c) To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business;

(d) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property which is held in title by this Corporation in connection with the affairs of the Corporation;

(e) Sue, be sued, complain, and defend in the Corporation's corporate name;

(f) Make and amend By-Laws not inconsistent with the Corporation's Articles of Incorporation, the Act, the Declaration or with Indiana law for managing the affairs of the corporation;

(g) Elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, and define the duties and fix the compensation of directors, officers, employees and agents.

(h) Purchase and maintain insurance on behalf of any individual who:

- (1) is or was a director, an officer, an employee, or an agent of the Corporation; or
- (2) is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity;

(i) To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove and hereinbelow, all of the rights, powers, privileges and immunities granted, and not expressly denied, by the Act as now or hereafter amended and under the common law as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove and hereinbelow, but subject to any limitation or restriction imposed by the Act, by any other law or by these Articles of Incorporation.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects of the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles of Incorporation.

(k) To do all acts and things necessary, convenient or expedient to carry out the purposes for which the Corporation is formed.

(l) To exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the Declaration, as the same may be amended from time to time, in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country.

Section 4.2. Limitation of Activities. The corporation shall not possess the power of engaging in any activities for the purpose of or resulting in the pecuniary remuneration to its members as such. This provision shall not prohibit fair and reasonable compensation to members for services actually rendered; nor shall it prohibit the Corporation from charging a fee for services rendered; nor shall it prohibit the Corporation for charging a fee for admission to any presentation it may make or other undertakings so long as any funds so raised do not inure to the profit of its members.

Nothing contained in these Articles of Incorporation shall be construed to authorize the Corporation to engage in any activities or perform any functions which are not within the definitions of educational, literary or scientific purposes as set forth in Section 501(c)(3) of the Internal Revenue Code and Regulations.

ARTICLE V

PERIOD OF EXISTENCE

The period during which the Corporation shall exist is perpetual.

ARTICLE VI

Resident Agent and Principal Office

Section 6.1. Resident Agent. The name and post office address of the Corporation's Resident Agent for service of process is Siavash Beik, c/o Christopher B. Burke Engineering, Ltd., National City Center, 115 West Washington Street, Suite 1368 South, Indianapolis, Indiana 46204.

Section 6.2. Principal Office. The post office address of the principal office of the Corporation is Christopher B. Burke Engineering, Ltd., National City Center, 115 West Washington Street, Suite 1368 South, Indianapolis, Indiana 46204.

ARTICLE VII

Directors

Section 7.1. Number. The board of directors is composed of the officers of the Corporation (Executive Committee) and chairs of various standing and ad hoc committees. The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, Treasurer and Immediate Past Chair. These offices shall constitute the Executive Committee. The number of the directors of this Corporation shall not be less than three (3) nor more than fifteen (15) as prescribed from time to time in the By-Laws of the Corporation. In the absence of a By-law specifying or fixing the number of directors, the number shall be the number specified herein for the initial board of directors. The By-laws may provide for staggering the terms of the directors.

Section 7.2. Election of Directors. The Chair, Vice-Chair, Secretary and Treasurer shall be elected annually from the membership of the Association and may not serve more than two (2) consecutive one-year terms in the same office.

Section 7.3. Responsibilities. The responsibilities of each office shall be set forth in the By-Laws of the Corporation.

Section 7.4. Vacancies in the Board of Directors. Any vacancy occurring on the Board of Directors caused by a death, removal, resignation or other cause shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Board.

Section 7.5. Removal of Directors. Members of the Board of Directors may be removed with or without cause, by a vote of two-thirds(2/3) of all directors on the Board of

Directors at any regular or special meeting of the Board or by a majority of the voting Members present at a special meeting of the Members called for such purpose.

Section 7.6. Direction of Purpose and Exercise of Powers. The Board of Directors, subject to any specific limitations or restrictions imposed by the Act or these Articles of Incorporation, shall direct the carrying out of the purpose and exercise the powers of the Corporation, without previous authorization or subsequent approval by any other party.

Section 7.7. Limitation on Powers of Members and Board of Directors. Notwithstanding any contrary provisions in these Articles, neither the members nor the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII

Committees

The Chair may appoint, with the approval of the Executive Committee, ad hoc and standing committees to assist in conducting the business of the Corporation.

ARTICLE IX

Incorporator

The name and post office address of the incorporator of the Corporation is Siavash Beik, c/o Christopher B. Burke Engineering, Ltd., National City Center, 115 West Washington Street, Suite 1368 South, Indianapolis, Indiana 46204.

ARTICLE X

Members

Section 10.1. Membership Qualifications. Membership shall be open to all persons actively involved or interested in floodplain and stormwater management in the State of Indiana. To become a member of the Corporation, a member must submit an application and annual dues as provided in the By-Laws. Elected officials, appointed officials, Federal, State and Local government employees, engineers, planners, consultants and others involved in floodplain and stormwater management are eligible for membership, but service in any of the above-stated occupations will not automatically result in membership in the Corporation.

Section 10.2. Voting Rights of Members. Each member in good standing having voting rights as shall be set forth in the By-Laws of the Corporation, shall be entitled to voting rights as follows:

(a) Each voting member shall be entitled to one (1) vote with respect to each matter submitted to a vote of Members upon which the Members are entitled to vote and shall be entitled to such other voting rights as shall be set forth in the By-Laws of the Corporation.

(b) A member may vote only in person or by absentee ballot and there shall be no authorized proxy voting.

(c) Except where otherwise expressly provided in these Articles of Incorporation, the By-Laws, or the Act, the presence of twenty percent (20%) of the Members shall constitute a quorum at all meetings.

Section 10.3. No Transfer of Membership. Memberships are not transferrable nor assignable without the express written consent of the Board of Directors.

Section 10.4. Rights, Preferences, Limitations and Restrictions of Members. Any member who fails to comply with the requirements of these Articles of Incorporation, the By-Laws or the rules and regulations made pursuant thereto, including the payment of any dues or assessments, shall, if a majority of the Board of Directors by an affirmative vote at a Board of Directors' meeting so determine, forfeit his, her or its membership rights and the right to vote on any matter coming before the Members. However, a member may not be expelled or suspended and a membership may not be suspended except under a procedure adopted by resolution of a majority of the Board of Directors that is fair, reasonable and carried out in good faith. Such a procedure shall fully comply with the Act, as amended.

Section 10.5. Meetings of Members. One general meeting of the Corporation shall be held annually to elect officers and to conduct any other business and programs. Other meetings may be called as provided for in the By-Laws of the Corporation.

ARTICLE XI

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 11.1. Indemnification of Directors and Officers. The Corporation shall indemnify any person, or his legal representative, made a party to any action, suit or proceeding by reason of the fact that he is or was a Director, officer, or employee of the Corporation, or of any corporation which he served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in

relation to matters as to which it shall be adjudged in such action, suit or proceeding, that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The Corporation shall also reimburse any such Director, officer, or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the Directors who are not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be considered exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provisions of this Article.

Section 11.2. Conflict of Interest Transaction. A conflict of interest transaction, as defined in Ind. Code 23-1-35-2(a), is not voidable by the Corporation provided the conflict of interest transaction satisfied the provisions specified in Ind. Code 23-1-35-2.

Section 11.3. Dissolution of Corporation. The Board of Directors shall be authorized to dissolve the Corporation upon approval by a two-thirds (2/3) vote of the membershi. In the event of dissolution of the Corporation, assets remaining after payment of to dissolve the Corporation shall be transferred by the Board of Directors to the United States, the State of Indiana, exclusively for public purposes, the municipality in which the registered office of the Corporation is located, any instrumentality or subdivision thereof, exclusively for public purposes, or to any non-profit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulation or the corresponding provisions of any subsequent Federal tax laws (or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws). Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for such tax-exempt purposes and such public purposes as the Court shall determine. No member, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any assets of the Corporation on dissolution of the Corporation.

Section 11.4. Code of By-Laws. The By-Laws of the Corporation may be amended as set forth in the By-Laws. Said By-Laws may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation. The authority and right to make, alter, amend or repeal the Code of By-laws of the Corporation shall be vested in the Board of Directors or the officer of the Corporation exercising the powers of the Board of Directors.

Section 11.5. Powers Exercised by the Board of Directors. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without prior authorization or subsequent approval of the Members of the Corporation or of any other person or entities.

Section 11.6. Liability of Members. Neither the individual Members of the Corporation nor their individual property shall be subject to any liability for the debts of the Corporation.

Section 11.7. Amendments of the Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation or in any amendment hereto, or to add any provision to the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act, or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon the Directors in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Amendments to the Articles of Incorporation may be proposed by the Board of Directors, by written petition signed by fifteen (15) voting members, or by ten percent (10%) of the membership of the Corporation, whichever is less. All petitions shall be submitted to the Corporation Secretary. The Secretary shall draft a proposed amendment in accordance with the intent of the petition and shall give written notice of same to the membership at least twenty-one (21) days prior to the meeting at which it is to be discussed. The proposed amendment shall be discussed at any scheduled meeting or at a special meeting and may be amended by a majority vote at said meeting and if amended, shall be voted upon by ballot in such form. If not amended, the proposed amendments as submitted to the membership shall be voted upon by ballot.

Ballots may be made available at the annual meeting of the Corporation. Absentee ballots will be available upon request no less than fifteen (15) days before the annual meeting. Ballots shall be counted at the annual meeting by a teller's committee appointed by the Chair. The Secretary shall notify the membership of the results.

For adoption of any amendment to the Articles of Incorporation, two-thirds (2/3) of the valid ballots cast shall be in favor of the amendment. An amendment which has been approved shall become effective ten (10) days after the counting of ballots, or as provided in the amendment.

Section 11.8. Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Corporation.

Section 11.9. Corporation Records and Reports.

(a) The original By-Laws, Constitution, Articles of Incorporation and copies thereof as amended to date, certified by the Secretary, shall be kept on file at a location selected by the Board of Directors, and open to inspection at all reasonable times of customary business hours.

(b) The minutes of the Board of Directors and membership meetings, and the membership register shall be kept on file at a location selected by the Board of Directors and open to inspection at any reasonable time upon written demand of any member for any purpose reasonably related to his or her interest as a member.

(c) The books of account shall be kept on file at a location selected by the Board of Directors and open to inspection at any reasonable time upon written demand of any member for any purpose reasonably related to his or her interest as a member.

Section 11.10. Parliamentary Law.

In all questions involving parliamentary procedure, including election procedures not addressed by the Articles of Incorporation, By-Laws or established by the Board of Directors, Robert's Rule of Order (Revised) shall be considered the governing authority. The Chair shall be the Parliamentarian and shall rule on all issues of parliamentary procedure.

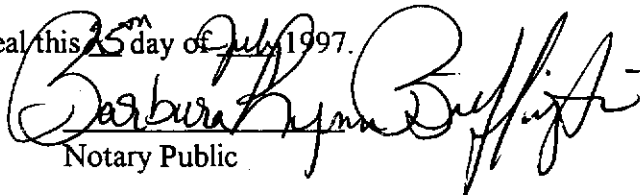
IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article IX, executes these Articles of Incorporation and certifies to the truth of the facts herein state, this 25 day of July, 1997.


Siavash Beik, Incorporator

STATE OF INDIANA)
) SS:
COUNTY OF Marion)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Siavash Beik, being the Incorporator referred to in Article IX of the foregoing Articles of Incorporation, personally appeared before me and acknowledged the execution thereof and swore to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 25th day of July 1997.


Notary Public

My Commission Expires:

12-7-99

My County of Residence:

Marion