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 1962, the undersigned corporation executes the following Articles:

ARTICLE I
The name of the corporation is:
Great Lakes Aquatic Habitat Network and Fund, Inc.

ARTICLE II
The purpose or purposes for which the corporation is organized are:
The purpose for which this corporation is incorporated is exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or any future version of the federal tax code. Specifically, building effective community-based initiatives to protect and restore the water quality of the Great Lakes basin.

ARTICLE III
1. The corporation is organized upon a ______ 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:
ARTICLE III (cont.)

3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")
   None.

   b. The description and value of its personal property assets are: (if none, insert "none")
   None.

   c. The corporation is to be financed under the following general plan:
      solicitation of charitable contributions, grants, membership dues, events and fees.

   d. The corporation is organized on a Directorship (Membership or Directorship) basis.

ARTICLE IV

1. The address of the registered office is:
   426 Bay Street
   Petoskey, Michigan 49770
   (Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:
   ________________________________
   (Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is:
   Jill M. Ryan

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Residence or Business Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jill M. Ryan, 426 Bay Street, Petoskey, MI 49770</td>
<td></td>
</tr>
<tr>
<td>Molly Flanagan, 213 W. Liberty, Ste. 200, Ann Arbor, MI 48103</td>
<td></td>
</tr>
<tr>
<td>Annette Marshall, 301 Peninsula Drive, Ste. 5, Erie, PA 16505</td>
<td></td>
</tr>
<tr>
<td>Aimee Lane, 1301 E. 9th Street, Ste. 3500, Cleveland, OH 44114</td>
<td></td>
</tr>
</tbody>
</table>
ARTICLE VI—Prescribed Activities

1. No part of the corporation's income is distributable to its directors or officers, and the corporation shall not have or issue shares of stock or pay dividends.

2. The corporation shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any future version of the federal tax code.

3. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered by its directors and others, and to make payments and distributions in furtherance of the purposes set forth in Article II.

4. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing of distributing of statements) any political campaign on behalf of any candidate for public office.

5. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under 501(c)(3) of the Internal Revenue Code of 1986 or any future version of the federal tax code.

6. In the event of a liquidation or dissolution of the corporation, all of the assets, after the payment of obligations and liabilities of the corporation, shall be transferred to one or more corporations or associations having a similar or analogous character or purpose as may be selected by the corporation's Board of Trustees. The Transferee Corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or any future version of the federal tax code.

ARTICLE VII—Amendments

Two-thirds of the Board of Trustees may amend these Articles of Incorporation.

ARTICLE VIII—Perpetual Duration

The duration of this corporation shall be perpetual.

NOTE: Articles IX-XI are continued on the attached page.

I, (We), the incorporator(s) sign my (our) name(s) this 28th day of September 2006.

[Signatures]

Judy M. Ryan

Molly M. Hanagan

Aimee W. Kane

Bonnie Marshall RLS
ARTICLE IX - Volunteer Directors and Officers Breach of Duty

A volunteer director and officer are not personally liable to the corporation or its shareholders or members for monetary damages for a breach of the director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director for any of the following:
a. A breach of the director's duty of loyalty to the corporation or its shareholders or members.
b. Acts of omissions not in good faith, or that would involve intentional misconduct or a knowing violation of law.
c. A violation of Section 551(1) of the Michigan Non-Profit Corporation Act.
d. A transaction from which the director derived an improper personal benefit.
e. An act or omission occurring before the date these Articles become effective.
f. An act or omission that is grossly negligent.

ARTICLE X - Liability Assumption - Volunteer Director

The corporation assumes all liability to any person other than the corporation, its shareholders or members for all acts or omissions of a volunteer director occurring in the good faith performance of the volunteer director's duties on or after the date these Articles become effective. The costs and attorney fees are also to be reimbursed by the Great Lakes Aquatic Habitat Network and Fund.

ARTICLE XI - Consent Action

Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Trustees or a committee may be taken without a meeting if, before or after the action, a majority of all members of the Board of Trustees or of the committee consent to the action in writing. The written consents shall be filed with the minutes of the proceedings of the Board of Trustees or committee. The consent has the same effect as a vote of the Board of Trustees or committee for all purposes.
Great Lakes Aquatic Habitat Network and Fund, Inc., EIN: 20-5693503

Bylaws
Form 1023, Part II Line 5

Article I
Name and Organization

This Organization, named in its Articles of Incorporation, “Great Lakes Aquatic Habitat Network and Fund, Inc.,” hereinafter designated in these Bylaws as “organization”, is a Michigan non-profit corporation whose term of corporate existence is perpetual.

Article II
Purposes

The Great Lakes Aquatic Habitat Network and Fund, Inc. is organized exclusively for educational, scientific, and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The Great Lakes Aquatic Habitat Network and Fund, Inc. is dedicated to building effective community-based citizen action to protect and restore the water quality of the Great Lakes basin.

Article III
Membership

Section 1. Conditions and benefits of individual and organizational memberships shall be determined by and in control of the Board of Directors. Members of the Great Lakes Aquatic Habitat Network and Fund, Inc. do not participate in the management of the corporation, nor do they have any voting rights.

Section 2. Qualifications for membership, categories of membership, dues, application forms, acceptance into membership, good standing of members and renewals of membership will be determined by the Board of Directors.

Section 3. Dissolution of any member organization shall terminate its membership. Any member may resign by notifying the Great Lakes Aquatic Habitat Network and Fund, Inc. Members may not transfer their interest. Members are not entitled to attend meetings of the Board.

Section 4. No member shall have or acquire any right, title or interest in any funds or assets of the Great Lakes Aquatic Habitat Network and Fund, Inc. nor any vested right in the continuation of any activity.

Article IV
Directors
Section 1. The control and management of the affairs of the Great Lakes Aquatic Habitat Network and Fund, Inc. shall be vested in a Board of Directors consisting of between three (3) and fourteen (14) elected individuals.

Section 2. Members of the board are expected to attend at least two of the four quarterly board meetings. Board members that miss more than two quarterly meetings may be removed by vote of the executive committee. The board may remove one or more directors (with or without cause) at a meeting called for that purpose, if notice has been given that a purpose of the meeting is such removal and if at least 60% of the directors then in office vote for the removal.

Section 3. The board nominates and elects new board members at a regular meeting of the board. Members are elected by a simple majority at a board meeting at which a quorum is present.

Section 4. A quorum must be attended by at least 50% of board members for business transactions to take place and motions to pass. Decisions of the Board shall be by a majority of those Directors present at a Board meeting, whether in person or teleconference. If a majority of the Board of Directors shall severally and/or collectively consent in writing, including electronically, to any action to be taken by the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors. All members shall be notified before execution of the action by the majority.

Section 5. Board members shall serve three-year terms except for the first year when 1/3 of the members shall serve two-year terms and 1/3 of the members shall serve four-year terms. Board members are eligible for re-election for up to two consecutive terms.

Section 6. The board will meet quarterly and at least two of these meetings will be face-to-face. Regular board meetings will be set for the year at the first meeting. Special meetings of the board require that each board member have written notice (including via e-mail) at least two weeks in advance (four weeks for face-to-face meetings), others may be by teleconference. A special board meeting can be called by any officer or any two board members.

Section 7. Regular board announcements will be mailed or e-mailed to members of the board at least one week prior to regularly scheduled board meetings. These announcements will include: a draft agenda; background information for any anticipated decisions; financial and program updates; and any additional information necessary to the operation of the board.

Section 8. The board will establish an executive committee and a fundraising committee. Ad hoc committees may be established by the board as needed, such as board development, nominations, finance, policy, personnel, public relations, data collection, etc.. Board committees other than the executive committee shall have at least one board member who liaises with the board and chairs the committee. All committees shall provide a written report to the board at each regular meeting of the board and any backgrounds materials supporting the report. The board chair appoints all committee chairs.
Section 9. The Board of Directors shall authorize all contracts and obligations of the Great Lakes Aquatic Habitat Network and Fund, Inc. and shall control all expenditures and may accept gifts to the organization for use in fulfilling the purposes stated in Article II. It may employ an Executive Director to serve as chief administrative officer of the organization and may delegate to him/her such of its duties as to the management and control of the affairs of the organization as it may deem advisable. It shall authorize the employment of such personnel as may be necessary to accomplish the purposes of the organization.

Section 10. The Executive Director, as chief administrative officer, shall have authority to incur necessary expenses for payroll and other routine operations of business of the organization and the treasurer shall make payment therefore. The board of directors may provide by resolution the conditions and limitations under which the Executive Director or the Treasurer can make expenditures. The Executive Director and Treasurer shall be bonded.

Section 11. Each board member must be a member in good standing of the organization.

Section 12. The corporation shall indemnify any individual made a party to a proceeding because he/she is or was a director, officer or employee of the corporation, to the fullest extent permitted by Michigan law, provided that the director, officer or employee met the standards of conduct set forth in the law (if any), and only to the extent that the status of the corporation as a 501(c)(3) tax exempt organization is not affected thereby.

Article V
Special Provisions Relating to Tax Exempt Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II hereof. 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.

Section 2. 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 or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for educational, scientific and charitable purposes to an organization or organizations that at the time qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine.
Article VI
Officers

Section 1. There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Officers are elected for one year terms.

Section 2. Any officer or agent may be removed by the board of directors at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

Section 3. The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The chair, in conjunction with the executive director, will draft board meeting agendas for distribution. The chair is responsible for strategic planning of the organization.

Section 4. The vice-chair shall chair committees on special subjects as designated by the board. If the chair resigns the position the vice-chair takes over for the remainder of the one-year term.

Section 5. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, ensuring that meeting notices, copies of minutes and the agenda are sent to each board member, and assuring that corporate records are maintained.

Section 6. The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 7. The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The executive committee monitors the finances of the organization and works with the staff to establish and monitor the annual budget.

Section 8. The Fundraising Committee researches potential funders, develops connections with potential funders and provides support to the staff in securing funding.

Article VII
Amendments

These by-laws may be amended when necessary by two-thirds majority of the entire board of directors. Proposed amendments must be submitted to the secretary to be sent out with

Great Lakes Aquatic Habitat Network and Fund, Inc. Bylaws, Page 4 of 5
regular board announcements at least two weeks in advance. Amendments must be discussed at a regular or special board meeting. Voting is accomplished by voice, electronic or hard copy ballot.

Adopted by the Board of Directors on October 27, 2006.
Amended by the Board of Directors on November 11, 2006.
Election/Revocation of Election by an Eligible Organization To Make Expenditures To Influence Legislation

(Under Section 501(h) of the Internal Revenue Code)

For IRS Use Only ▶ Employer identification number

Great Lakes Aquatic Habitat Network and Fund, Inc.

Number and street (or P.O. box no., if mail is not delivered to street address)
P.O. Box 2479

City, town or post office, and state Petoskey, MI 49770-2479

ZIP + 4

1 Election—As an eligible organization, we hereby elect to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending 9/30/2007, and all subsequent tax years until revoked.

Note: This election must be signed and postmarked within the first taxable year to which it applies.

2 Revocation—As an eligible organization, we hereby revoke our election to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending ____________________________ (Month, day, and year).

Note: This revocation must be signed and postmarked before the first day of the tax year to which it applies.

Under penalties of perjury, I declare that I am authorized to make this (check applicable box) ▶ election □ revocation on behalf of the above named organization.

Jill M. Ryan, Executive Director

(Signature of officer or trustee) [Signature]

(Type or print name and title) [Name]

[Date]

General Instructions

Section references are to the Internal Revenue Code.

Section 501(c)(3) states that an organization exempt under that section will lose its tax-exempt status and its qualification to receive deductible charitable contributions if a substantial part of its activities are carried on to influence legislation. Section 501(h), however, permits certain eligible 501(c)(3) organizations to elect to make limited expenditures to influence legislation. An organization making the election will, however, be subject to an excise tax under section 4911 if it spends more than the amounts permitted by that section. Also, the organization may lose its exempt status if its lobbying expenditures exceed the permitted amounts by more than 50% over a 4-year period. For any tax year in which an election under section 501(h) is in effect, an electing organization must report the actual and permitted amounts of its lobbying expenditures and grass roots expenditures (as defined in section 4911(c)) on its annual return required under section 6033. See Schedule A (Form 990 or Form 990-EZ). Each electing member of an affiliated group must report these amounts for both itself and the affiliated group as a whole.

To make or revoke the election, enter the ending date of the tax year to which the election or revocation applies in item 1 or 2, as applicable, and sign and date the form in the spaces provided.

Eligible Organizations.—A section 501(c)(3) organization is permitted to make the election if it is not a disqualified organization (see below) and is described in:

1. Section 170(b)(1)(A)(i) (relating to educational institutions),
2. Section 170(b)(1)(A)(ii) (relating to organizations supporting governmental educational entities),
3. Section 170(b)(1)(A)(iii) (relating to organizations supporting governmental research organizations),
4. Section 170(b)(1)(A)(iv) (relating to organizations supporting governmental schools),
5. Section 501(c)(4), (5), or (6) (related to organizations publicly supported by admissions, sales, etc.), or
6. Section 501(c)(4), (5), or (6) (related to organizations supporting certain types of public charities other than those section 501(c)(3) organizations that support section 501(c)(4), (5), or (6) organizations).

Disqualified Organizations.—The following types of organizations are not permitted to make the election:

a. Section 170(b)(1)(A)(i) organizations (relating to churches),

b. An integrated auxiliary of a church or of a convention or association of churches, or

c. A member of an affiliated group of organizations if one or more members of such group is described in a or b of this paragraph.

Affiliated Organizations.—Organizations are members of an affiliated group of organizations only if (1) the governing instrument of one such organization requires its board to be bound by the decisions of the other organization on legislative issues, or (2) the governing board of one such organization includes persons (i) who are specifically designated representatives of another such organization or are members of the governing board, officers, or paid executive staff members of such other organization, and (ii) who, by aggregating their votes, have sufficient voting power to cause or prevent action on legislative issues by the first such organization.

For more details, see section 4911 and section 501(h).

Note: A private foundation (including a private operating foundation) is not an eligible organization.

Where To File.—Mail Form 5768 to the Internal Revenue Service Center, Ogden, UT 84201-0027.
Great Lakes Aquatic Habitat Network and Fund, Inc., EIN 20-5693503
Form 1023, Part I, Line 8

Kathleen Boe, English, Carroll, Ritter & Boe, P.C.

The Retainer Letter with Kathleen Boe through the firm of Enlish, Carroll, Ritter & Boe, P.C. states that the Great Lakes Aquatic Habitat Network and Fund, Inc. will pay the hourly billing rates of $185.00 plus costs and expenses to provide advice regarding tax exempt organizations regarding the startup of the Great Lakes Aquatic Habitat Network and Fund, Inc.
1. The Great Lakes Aquatic Habitat Network and Fund, Inc. grants programs are designed to increase the ability of community initiatives to succeed in projects to protect rivers, lakes, and wetlands in their areas. The grant programs provide funds up to $8,000 to U.S. 501(c)(3) or Canadian Charitable organizations. The activity is conducted by the staff of the Great Lakes Aquatic Habitat Network and Fund, Inc. headquartered in Petoskey, Michigan. The grants are awarded throughout the year, with most grant periods beginning in January and July. Grant projects can take place anywhere in the Great Lakes basin, including all or parts of Michigan, Illinois, Indiana, Ohio, Pennsylvania, New York, Minnesota, Wisconsin and Ontario. The grants further the mission of the Great Lakes Aquatic Habitat Network and Fund, Inc. by improving the effectiveness of local water protection and restoration efforts in the Great Lakes basin. 30% of staff time is allocated to the grants program. The grants program is funded through private foundation grants, government grants and individual donations.

2. Training opportunities and assistance are provided to local groups to assist them in improving their local water protection activities. Training topics may include, but are not limited to, stormwater issues, wetland issues, board training, and messaging. The activity is conducted by staff of the Great Lakes Aquatic Habitat Network and Fund, Inc. and by outside experts on specific topics. Trainings can occur at any time of year and in any location within the Great Lakes basin. Training programs further the mission of the Great Lakes Aquatic Habitat Network and Fund, Inc. by improving the water protection efforts of local community groups. Trainings and assistance account for 25% of staff time. The activity is funded through private foundation grants, government grants, individual donations and training fees.

3. Publications such as the Great Lakes Aquatic Habitat News, publications of success stories and toolkits and our website, www.glhabitat.org, provide resources to increase the effectiveness of local activities to protect and restore local water resources. The publications and website are coordinated by staff of the Great Lakes Aquatic Habitat Network and Fund, Inc. with articles and materials contributed from many groups and educational and governmental institutions. Publications and the website are ongoing throughout the year and are mailed to individuals and groups throughout the Great Lakes basin. The publications and website further the mission of the Great Lakes Aquatic Habitat Network and Fund, Inc. by increasing the tools available to and effectiveness of water protection and restoration efforts. Publications and website account for 25% of staff time. Publications and the website are funded through private foundation grants, government grants and individual donations.

4. We will help make connections between citizens and groups working on similar issues to facilitate sharing of ideas and we will share resources and information on water issues in the Great Lakes basin. The communications and networking is conducted by the Great Lakes Aquatic Habitat Network and Fund, Inc. staff at meetings, by teleconference and through publications. These services happen anywhere in the Great Lakes basin at any time of the year. This communications and networking function furthers the exempt purposes of the Great Lakes Aquatic Habitat Network and Fund, Inc. by increasing the effectiveness of local water protection efforts. Communications and networking activities account for 20% of staff time. Communications and networking are funded through private foundation grants, government grants and individual donations.