

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL WATER RESOURCES ASSOCIATION, INC.**

The following have been adopted pursuant to Section 181.1003 of the Wisconsin Statutes as the Amended and Restated Articles of Incorporation of the International Water Resources Association, Inc. (the "Corporation"), a corporation organized under Chapter 181 of the Wisconsin Statutes, which supersede and take the place of the existing Articles of Incorporation of the Corporation filed with the Department of Financial Institutions on December 3, 1971, and any subsequent amendments thereto.

**ARTICLE I  
NAME**

The name of the Corporation is **International Water Resources Association, Inc.**

**ARTICLE II  
PERIOD OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

**ARTICLE III  
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable or educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor statute, including, but not limited to, the following:

- (a) To lead and influence water policy and governance;
- (b) To develop and publicize methodological tools for assessment;
- (c) To advance water resources planning, management, development, technology, research and education at international, regional and national levels;
- (d) To provide a multi-disciplinary forum to address and discuss water issues;

(e) To generate, synthesize, disseminate knowledge and information regarding the relationship between water and related resources and the environment;

(f) To encourage, promote, and participate in international, regional, national and local programs and activities related to water resources for the common benefit of humankind and the biosphere;

(g) To own, lease, sell, exchange or otherwise deal with all property, real and personal, tangible or intangible, to be used in furtherance of these purposes; and

(h) To engage in any and all lawful activities incidental, useful or necessary to the accomplishment of the above-referenced purposes.

**ARTICLE IV**  
**POWERS**

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended (but shall exercise such powers only in fulfillment of its above-stated purposes).

**ARTICLE V**  
**MEMBERS**

The Corporation shall have members as provided in the Bylaws of the Corporation.

**ARTICLE VI**  
**DIRECTORS**

The number of directors, their powers and duties, qualifications, tenure, manner of election, and all other matters pertaining to the directors shall be provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**REGISTERED AGENT**

The name and address of the registered agent of the Corporation is Stafford Rosenbaum, LLP, 222 West Washington Ave., Suite 900, Madison, Wisconsin 53703.

**ARTICLE VIII**  
**PRINCIPAL OFFICE**

The principal office of the Corporation is located at 51 Rue Salvador Allende, Nanterre Cedex, France 92027.

**ARTICLE IX**  
**RESTRICTIONS**

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

- (a) The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under Section 501(c)(3) of the Code.
- (b) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Wisconsin, or any other jurisdiction where any of its activities are carried on.
- (c) No part of the assets or net earnings of the Corporation shall be used, nor shall the Corporation be organized or operated for purposes that are not exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Code.
- (d) The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.
- (e) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation, nor shall the Corporation, directly or indirectly, participate or intervene in (including without limitation, the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (f) No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its tax exemption under Section 501(c)(3) of the Code.

(g) Pursuant to the prohibitions contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual, 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 III hereof.

(h) Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(1) The Corporation shall not be controlled, directly or indirectly, by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers;

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(3) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code;

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code; and

(6) The Corporation shall not maintain business holdings in a manner that subjects it to tax under Section 4943 of the Code.

#### **ARTICLE X** **NON-DISCRIMINATION**

The Corporation shall not discriminate in its hiring practices, in the compensation of its employees, in carrying out its charitable, educational and scientific purposes, or in any other manner on the basis of age, race, creed, color, handicap, marital status, gender, sexual orientation, national origin, ancestry, arrest record or conviction record, as those terms are defined in Chapter 111 of the Wisconsin Statutes.

**ARTICLE XI**  
**BYLAWS**

Bylaws of the Corporation shall be adopted by the Board of Directors and the Members of the Corporation in such form as they may choose, consistent with these Articles of Incorporation and the Wisconsin Statutes.

**ARTICLE XII**  
**DISSOLUTION**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and
- (2) Remaining assets shall be distributed to one or more organizations recognized as exempt from federal taxation under Section 501(c)(3) of the Code and as permitted by the Wisconsin Statutes, as determined in the plan to dissolve adopted in the manner set forth above in this Article XI.

**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

The articles may be amended in the manner authorized by the Wisconsin Statutes at the time of amendment.

These amended and restated articles contain an amendment to the Corporation's Articles of Incorporation requiring director and member approval. Pursuant to Section 181.1003(1) of the Wisconsin Statutes, the Corporation's Amended and Restated Articles of Incorporation were (1) approved and adopted by the board of directors at a duly convened meeting of the directors held on the 28<sup>th</sup> day of May, 2017; and (2) approved and adopted by membership ballot as of the 31<sup>st</sup> day of August, 2017.

Executed this 1<sup>st</sup> day of September, 2017.



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Patrick Lavarde  
President

This Document Drafted By:

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