ARTICLES OF INCORPORATION
National Fish Habitat Fund, Inc.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under D.C. Code Title 29 Chapter 4, do hereby certify:

First: The name of the Corporation shall be National Fish Habitat Fund, Inc. The corporation shall not have members.

Second: The Registered Agent is:
Registered Agents, Inc.
1150 Connecticut Avenue, NW STE 900
Washington, District of Columbia 20036

Third: Said corporation is organized exclusively for charitable, educational, and scientific purposes related to the conservation, protection, and restoration of fish and aquatic habitats in the United States through the National Fish Habitat Partnership or the chapters organized under this corporation, 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, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the incorporators of the corporation are as follows:

1. Matthew E. Menashes, 2025 Glen Ross Road, Silver Spring, Maryland 20910
2. Michael L. Andrews, 1605 Fountain Ridge Road, Chapel Hill, NC 27517

Fifth: 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 Third 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this day of May 27, 2014.

Matthew E. Menashes

Michael L. Andrews