

Registry Number: 560113-99

**ARTICLES OF INCORPORATION
OF
CALAPOOIA WATERSHED COUNCIL
A Nonprofit Public Benefit Corporation**

FILED
NOV 17 2008
OREGON
SECRETARY OF STATE

Article I Name

The name of the corporation is Calapooia Watershed Council.

Article II Registered Agent

The registered agent of the corporation is Deborah A. Dyson, Attorney at Law.

Article III Address of Registered Agent

The address of the registered agent is 1060 5th Street Loop, Suite B, Netarts, OR 97143.

Article IV Address for Mailing Notice

The address for mailing notice is Calapooia Watershed Council, P.O. Box 844, Brownsville, OR 97327.

Article V Additional Provisions

Federal Tax-Exempt Provisions

5.1 Exclusive Purpose

The corporation is organized and shall be operated exclusively as an educational, charitable and scientific organization as defined in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Internal Revenue Code") or the corresponding section of any future federal tax code, 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.

The corporation is intended to qualify as a tax-exempt organization and public charity within the meaning of Internal Revenue Code section 501(c)(3). The affairs of the corporation shall be conducted in such a manner as to qualify for tax exemption under that section or the corresponding provision of any future federal tax laws.

The specific purpose of the corporation shall be to address the goal of sustaining natural resource and watershed protection, restoration and enhancement within the Calapooia watershed, to represent a balance of interested and affected persons within the Calapooia watershed and to assure voluntary local citizen involvement in the development and implementation of watershed programs.

5.2 Limitations on Distributions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 V, Section 5.1.

5.3 Limitations on Political Activity

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene (including the publishing or distribution of statements) for any political campaign on behalf of or in opposition to any candidate for public office.

5.4 Statutory Compliance

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 the corresponding section of any future federal tax code, and (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and (c) a nonprofit corporation organized and operated under the Oregon Nonprofit Corporation Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes and (d) a watershed council as described under ORS 541.388 and ORS 541.351(15) or the corresponding section of any future Oregon statutes.

Oregon Permissible Nonprofit Provisions

5.5 Delegation of Directors' Powers

The board of directors by resolution in accordance with its corporate bylaws may authorize a person or persons, or committee to exercise some or all of the powers that would otherwise be exercised by the board. To the extent so authorized, any such person or persons or committee shall have the duties and responsibilities of the board of directors, and the board of directors shall be relieved to that extent from such duties and responsibilities.

5.6 Director's Limited Liability to the Corporation

A. Release From Liability: To the fullest extent permitted by the Oregon Nonprofit Corporations Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes, no director or officer shall be held personally liable to the corporation for monetary damages as a director or officer, except that he or she shall remain liable for:

1. any breach of the director's duty of loyalty to the corporation;
2. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. any unlawful distribution;
4. any transaction from which a director derived an improper personal benefit; and
5. for any violation under ORS 65.361- 65.367 of the Oregon Nonprofit Corporations

Act, or the corresponding section of any future Oregon statutes, including conflicts of interest, unlawful distributions and gross negligence.

B. Indemnification: The following provisions shall apply regarding indemnification:

(1) The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporations Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes, any person who has made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including any action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or an officer, or as a fiduciary of an employee benefit plan, of another association, corporation, partnership, joint venture, limited liability company, trust or other enterprise. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporations Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes, in effect at the time of the determination.

(2) To the fullest extent permitted by the Oregon Nonprofit Corporations Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes, the corporation shall pay for or reimburse any and all reasonable expenses incurred by a director, officer, employee, agent, or fiduciary of the corporation who is a party to a proceeding in advance of the final disposition of the proceeding.

(3) For the purposes of determining the right to any indemnification under this Article V, Section B, the termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person acted in bad faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

(4) The right to indemnification and to the payment or reimbursement of expenses with regard to a proceeding referred to in this Article V, Section B shall not be exclusive of any other rights to which any person may be entitled or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws or action by the board of directors, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VI. TYPE OF CORPORATION

The corporation is a Public Benefit Nonprofit Corporation.

ARTICLE VII. MEMBERS

The corporation shall have no members as that term is defined by the Oregon Nonprofit Corporations Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes.

ARTICLE VIII. DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, assets of the corporation shall be distributed in compliance with the Oregon Nonprofit Corporations Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes for the exclusive purpose of the corporation as defined in Article V, Section 5.1 to such organization or organizations organized and operated exclusively for those purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal tax code or to the federal government, or to a state or local government for such exclusive purpose of the corporation. 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.

ARTICLE IX. INCORPORATOR

The names and addresses of the incorporators are:

Names:

Address:

Bud Baumgartner

Mark Running

Peter Jensen

Debbie Colbert

Dave Furtwangler

Roger Ruckert

Calapooia Watershed Council

P.O. Box 844

Brownsville, OR 97327

ARTICLE X. EXECUTION OF ARTICLES BY INCORPORATOR

Printed Name

Signature

Bud Baumgartner

Bud Baumgartner

Mark Running

Mark Running

Peter Jensen

Peter Jensen

Debbie Colbert

Debbie Colbert

Dave Furtwangler

Dave Furtwangler

Roger Ruckert

Roger Ruckert

Contact Name for the filing of these Articles of Incorporation with the Oregon Secretary of State, Corporation Division:

Deborah A. Dyson

Attorney at Law

P.O. Box 47, Netarts, OR 97143

503-842-6743

503-842-6843 (fax)

deborahadyson@oregoncoast.com