



Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

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OREGON
SECRETARY OF STATE

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In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website. Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

- 1) NAME OF CORPORATION: Luckiamute Watershed Council
- 2) NEW NAME OF THE CORPORATION: (If changed) _____
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was April 14, 2016. These amendments were duly adopted by the board of directors.

The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was _____.

The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: *Daniel L Farnworth*

Printed Name: Daniel L Farnworth

Title: Treasurer

CONTACT NAME: (To resolve questions with this filing.)

Kristen Larson

PHONE NUMBER: (Include area code.)

503-837-0237

FEE'S
Required Processing Fee \$50
Processing Fees are nonrefundable. Please make check payable to "Corporation Division."
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**RESTATED NONPROFIT
ARTICLES OF INCORPORATION
OF
LUCKIAMUTE WATERSHED COUNCIL**

**ARTICLE I
NAME AND DURATION**

The name of the corporation is Luckiamute Watershed Council. Its duration is perpetual.

**ARTICLE II
REGISTERED AGENT**

The registered agent shall be Kristen Larson.

**ARTICLE III
ADDRESS OF REGISTERED AGENT**

The address of the Registered Agent of the corporation is 226 S. Main St., Suite L, Independence, OR 97351.

**ARTICLE IV
ADDRESS FOR MAILING NOTICES**

The mailing address of the corporation is 226 S. Main St., Suite L, Independence, OR 97351.

**ARTICLE V
ADDITIONAL PROVISIONS**

Federal Tax-Exempt Provisions

5.1 Exclusive Purpose

The corporation is organized and shall be operated exclusively as a charitable and educational organization as defined in section 501(c)(3) of 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 the 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.

5.2 No Private Benefit

The property of this corporation is irrevocably dedicated to purposes exempt under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. No part of the net earnings or assets 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 of this corporation.

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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

5.4 Restrictions on Activities

Notwithstanding any other provisions 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, or (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.

5.5 Director's Limited Liability to the Corporation

- A. **Release from Liability:** The personal liability to the corporation, for monetary or other damages, of each member of the board of directors and each uncompensated officer of the corporation for conduct as a director or officer shall be eliminated to fullest extent permitted by current or future Oregon or federal law, except that he or she shall remain liable for:
1. acts or omissions before the date this provision becomes effective as part of these amended Articles;
 2. any breach of director's duty of loyalty to the corporation;
 3. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
 4. any unlawful distribution;
 5. any transaction from which a director derived an improper personal benefit;
 6. illegal loans to or guarantees for directors and officers;
 7. actions brought by a person or entity other than the corporation itself; and
 8. 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.

**ARTICLE VI
TYPE OF CORPORATION**

The corporation is a Public Benefit Nonprofit Corporation.

**ARTICLE VII
VOTING MEMBERS**

Luckiamute Watershed Council does not have voting members as defined in Oregon Nonprofit Corporation Act, ORS Ch. 65, or the corresponding section of any future Oregon statutes.

**ARTICLE VIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one of 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 the court of appropriate jurisdiction of the county in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.