



Phone: (503) 986-2200
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Articles of Incorporation—Nonprofit

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327
 FilingInOregon.com

FILED

SEP 27 2005

OREGON
 SECRETARY OF STATE

REGISTRY NUMBER: 313206-90

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.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME: Chehalem Center Association

2) REGISTERED AGENT
W. Don Clements

8) DISTRIBUTION OF ASSETS UPON DISSOLUTION
See attached Exhibit A

3) ADDRESS OF REGISTERED AGENT
 (Must be an Oregon Street Address, which is identical to the registered agent's business office. Must include city, state, zip, no PO boxes.)

125 S. Elliott Road
Newberg, Oregon 97132

4) ADDRESS FOR MAILING NOTICES

125 S. Elliott Road
Newberg, Oregon 97132

5) OPTIONAL PROVISIONS (Attach a separate sheet.)

6) TYPE OF CORPORATION (Select only one)

Public Benefit Mutual Benefit Religious

7) WILL THE CORPORATION HAVE MEMBERS? YES NO

9) INCORPORATORS (List names and addresses of each incorporator. Attach a separate sheet if necessary.)

W. Don Clements Same as above

10) EXECUTION (All incorporators must sign. Attach a separate sheet if necessary.)

Signature
W. Don Clements

Printed Name
W. Don Clements

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

Allyn E. Brown

DAYTIME PHONE NUMBER (Include area code)

(503) 538-3138

FEEES

Required Processing Fee \$50

Confirmation Copy (Optional) \$5

Processing Fees are non-refundable.

Please make check payable to
 "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

CHEHALEM CENTER ASSOCIATION



31320690-8112800

NEWINC

pg 1/2

8. The purpose or purposes for which the corporation is organized are as follows:

a. To exclusively support the Chehalem Park and Recreation District of Newberg, Yamhill County, Oregon, a political subdivision of the State of Oregon, organized, existing and operating pursuant to Oregon Revised Statutes ORS 266.010 through 266.590 ("the District"). The purposes of the corporation shall be no broader than the statutory mission and authority of the District.

b. To make distributions to support in the District's statutory mission of providing recreational facilities and services to the District's constituents, and in particular to support the creation of a community center within the political boundaries of the District for the benefit of the general public.

c. To accept gifts, bequests, and other grants of money and property without limitation as to amount or value, to be used for providing, maintaining and establishing a community center. To that end, the corporation may hold and expend such money and property for the purposes stated in this Article.

d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

e. Upon the dissolution of the organization, assets shall be paid over and transferred to the Chehalem Park and Recreation District of Newberg, Yamhill County, and in the event the same is not in existence, then distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

9. The corporation shall be operated, supervised and controlled by a Board of Directors of not less than three and no more than eleven individuals, all appointed by the duly elected Board of Directors of the District acting in their official capacity in the following manner:

EXHIBIT A
PAGE 1 OF 2

313206-90

a. Each elected Director of the District shall be entitled to serve as one of the Directors of the corporation.

b. The remaining Directors shall be appointed from the public at large who shall serve at the discretion and for such duration as the Board of Directors of the District determine appropriate.

c. The Superintendent of the District shall be an ex officio non-voting member of the corporation's Board.

d. All members of the corporation's Board of Directors shall be appointed or re-appointed, as the case may be, by action of the Board of Directors of the District at the District's first regular business meeting of each calendar year. Vacancies shall be filled by appointment by the Board of Directors of the District as they may arise. All Directors from the public at large shall serve at the discretion of the Board of Directors of the District and can be removed at any time by action of the District without cause.

e. A Director shall not be a "disqualified person" as defined in section 49-16 of the Internal Revenue Code.

EXHIBIT A

PAGE 2 OF 2

pg 3/3