

375995-94

**ARTICLES OF INCORPORATION OF  
Network of Oregon Watershed Councils**

**FILED**

**AUG 03 2006**

**OREGON  
SECRETARY OF STATE**

The undersigned incorporators, in order to form a corporate entity under Chapter 65 of the Oregon Revised Statutes and Section 501(c)3 of the Internal Revenue Code adopt the following articles of incorporation.

**ARTICLE I  
NAME/REGISTERED OFFICE**

The name of this corporation shall be: Network of Oregon Watershed Councils

**ARTICLE II  
REGISTERED AGENT**

John Moriarty, Statewide Coordinator  
858 Pearl Street  
Eugene, OR 97401

**ARTICLE III  
PHYSICAL ADDRESS**

Network of Oregon Watershed Councils  
858 Pearl Street  
Eugene, OR 97401

**ARTICLE IV  
NOTICES**

Network of Oregon Watershed Councils  
PO Box 40061  
Eugene, OR 97404

**ARTICLE V  
PURPOSE**

1) This corporation is organized exclusively for charitable purposes and educational purposes, including, for such purposes, the making of distributions to such organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

*JFS/B*

2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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.

3) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication 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, 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, as now enacted or hereafter amended, (b) by a corporation, contributions of which are deductible under 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

## ARTICLE VI TYPE OF CORPORATION

The Network of Oregon Watershed Councils shall be a Non-Member Corporation until such time as the Board of Directors acts to change that status to a Membership Corporation. **The Corporation is a Public Benefit Corporation.**

The Network of Oregon Watershed Councils shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

## ARTICLE VII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## ARTICLE VIII INDEMNIFICATION

1) Indemnification. The Corporation will indemnify an individual made a party to a proceeding because the individual is or was a director or officer against liability incurred in the proceeding to the fullest extent permitted by law.

375995-94

2) Advance for Expenses. The Corporation will pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law.

**ARTICLE IX  
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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.

**ARTICLE X  
INCORPORATORS**

The incorporators of this corporation are:

**EFFECTIVE DATE:** July 27, 2006

Jason Dedrick  
Jason Dedrick  
858 Pearl Street  
Eugene, OR 97401  
Date 7-27-06

Elizabeth A. Redon  
Liz Redon  
858 Pearl Street  
Eugene, OR 97401  
Date 7-27-06

Dana Erickson  
Dana Erickson  
858 Pearl Street  
Eugene, OR 97401  
Date 7-27-06

Brad Carlson  
Brad Carlson  
858 Pearl Street  
Eugene, OR 97401  
Date 7-27-2006