

ARTICLES OF INCORPORATION
of
Eagle Cap Resource Conservation and Development Council

KNOW ALL MEN BY THESE PRESENTS that the undersigned for the purposes of forming a corporation under the Oregon Nonprofit Corporation, Revised Statutes of Oregon, Chapter 65, hereby certify and adopt in duplicate, the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation shall be Eagle Cap Resource Conservation and Development Council (hereinafter referred to as “the Council”).

ARTICLE II: DURATION

The duration of this Council shall be perpetual.

ARTICLE III: PURPOSE

The Council is organized exclusively for charitable, educational, and scientific purposes, 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 corresponding section of any future federal tax code.

ARTICLE IV: STOCK

The Council shall not authorize or issue any stock.

ARTICLE V: MEMBERS

~~There shall be two classes of members of the Council, regular and associate members. Regular~~ Members shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of the Council. ~~Associate members are not entitled to a vote.~~

Entities eligible to appoint ~~regular~~ members to the Council include: Soil and Water Conservation District Boards; Boards of County Commissioners; City and Town Councils; Indian Tribal Councils; and other units of local government, represented by an elected official, whose purpose or concerns are addressed by the Council. Units of local government may be added or deleted at any time as a result of formal action by the ~~Council Board of Directors~~. Organizations, councils of government, regional planning bodies and other groups or individuals having interest or responsibilities consistent with the objectives of the Council may appoint ~~associate~~ members to the Council, or remove from the same, by formal action of the Board of Directors.

ARTICLE VI: REGISTERED AGENT AND OFFICE

The registered agent of this Council and the street address of the registered office of this Council are as follows:

| | |
|-------------------|---|
| Registered Agent | Doneita J. Clair |
| Registered Office | 3990 Midway Lane Baker City, Oregon 97814-1453 |
| Mailing Address | 3990 Midway Lane Baker City, Oregon 97814-1453 |

ARTICLE VII: RIGHT TO AMEND ARTICLES AND BYLAWS

The Council reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and Bylaws in any manner now or hereafter prescribed or permitted by statute. These may be amended by a two-thirds vote of the full Council or by the Board of Directors by a majority vote of Directors present, if a quorum is present.

ARTICLE VIII: DIRECTORS

The number of Directors of the Council and the manner in which such Directors are to be elected shall be set forth in the Bylaws and may be increased or decreased from time to time by amending the Bylaws as herein provided, ~~but the number of directors shall not be less than five (5) nor more than seven (7).~~

A Steering Committee consisting of nine (9) members shall serve as the initial Directors of the Council. Said initial Directors shall serve as Directors until their successors are duly elected and qualified.

In furtherance of and not a limitation to the powers conferred by the State of Oregon, the Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of the Council.

Any Director may be removed, with cause, at a meeting called for that purpose, by a vote of a majority of the ~~regular~~ members entitled to vote at an election of Directors. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered. Cause for removal of a Director shall include missing more than two consecutive meetings without an excuse.

ARTICLE IX: LIMITATION OF DIRECTOR LIABILITY

A Director of the Council shall not be personally liable to the Council or its shareholders for monetary damages for conduct as a Director, except for the following:

1. Acts of omission involving intentional misconduct of the director or a knowing violation of law by the Director;
2. Any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled.

If the Oregon Nonprofit Corporation Act is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Council shall be eliminated or limited to the fullest extent permitted by the Oregon Nonprofit Corporation Act, as so amended.

ARTICLE X: DISTRIBUTION OF NET EARNINGS

No part of the net earnings of the Council 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 empowered 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 Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council 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 Council 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.

ARTICLE XI: DISSOLUTION OF THE COUNCIL

Upon the dissolution of the Council, assets shall be 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.

ARTICLE XII: INCORPORATORS

The names and addresses of the incorporators are:

Paul L. Boehne 3502 Highway 30. La Grande, Oregon 97850
Holly Sullens 46431 Wirth Road. Baker City, Oregon 97814
Cynthia Warnock 209 NW First Street. Enterprise, Oregon 97828

Articles of Incorporation for the Eagle Cap Resource Conservation and Development Council.

IN WITNESS WHEREOF, the undersigned incorporators above named have set their hand in duplicate, this _____ day of _____, the year _____.

Signature of Incorporator: _____

Printed Name: Paul Boehne

Signature of Incorporator: _____

Printed Name: Holly Sullens

Signature of Incorporator: _____

Printed Name: Cynthia Warnock

Record of Amendments:

Original Date of Adoption September 23, 2002
New format, added Articles I, II, IV-VIII Amended December 3, 2003
Article V and VIII Amended _____

CONSENT TO SERVE AS REGISTERED AGENT

I, Doneita J. Clair, hereby consent to serve as registered agent, in the State of OREGON, for the following corporation:

EAGLE CAP RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL

I understand as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation, to forward all mail to the corporation, and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this 3rd day of December, the year 2003.

Signature of Registered Agent: _____

Printed Name: Doneita J. Clair

Registered Office:
3990 Midway Lane
Baker City, Oregon 97814-1453