

ARTICLES OF INCORPORATION

OF

D-9 FOUNDATION

We, the persons whose names are hereunto subscribed, desiring to form a corporation under and by virtue of ORS 65.001 to 65.674 providing for the creation of non-profit corporations, do hereby associate ourselves together and make, subscribe and execute in duplicate the following Articles of Incorporation, to-wit:

Article I

The name assumed by this corporation (hereinafter referred to as the Foundation) and by which it shall be known is "D-9 Foundation" and its duration shall be perpetual. This is a public benefit corporation.

Article II

The purpose or purposes for which this corporation is organized is to engage in any lawful activity for which corporations may be organized under the non-profit corporation law of the State of Oregon and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America (none of which purposes shall be for profit) including, but not limited to:

1. To assist School District No. 9 of Jackson County, a municipal corporation by furnishing financial and other assistance to further the education and activities of its students at all levels, elementary, secondary, and post-secondary.

2. To take, by bequest, devise, gift, purchase or lease, and to hold any property, real, personal, or mixed; to sell, transfer, convey, and dispose of any such property; to invest and reinvest the principal thereof, and to deal with and expend either the principal thereof, or the income therefrom, or both, for the above mentioned purposes, or any of them, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received.

3. To receive, take title to, hold, use the proceeds and income from, sell and otherwise dispose of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, for the foregoing purposes of any of them.

4. To exercise any right or privilege allowed or authorized by law and not herein expressed or implied.

5. It is intended through the agency of the Foundation to accept, hold, operate, maintain, sell, transfer, trade, convey and dispose of, money, property or assets of every kind and nature which may be devised, bequeathed, given or contributed to this Foundation IN TRUST so long as the terms of said gift, devise or bequest are consistent with the aims, object and purpose of this Foundation, or to participate with other trusts therein; but the Board of Trustees of this Foundation, by a majority vote thereof, shall always have the power and right to refuse to accept any gift, devise or bequest in trust or otherwise, whether or not the same is conditional.

6. This corporation shall not engage in trade, or commerce, or any activity, which will result in a remunerative and participative profit to its trustees or its members.

Subject to the foregoing limitations and objectives the purpose, business, or pursuit of this corporation shall be to receive and maintain a fund or funds of real, personal, or mixed properties and to apply the whole, or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes as described in this Article II.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The foregoing shall be construed as powers as well as purposes; and this corporation shall also have, use, and enjoy all powers necessarily or properly incident to, or connected with, any of the foregoing purposes and powers.

Article III

The business affairs of this corporation shall be managed by the Board of Trustees consisting of not less than eleven (11) members, the total number of said trustees and their terms of office to be fixed from time to time by the Bylaws of this corporation. This corporation will have members as defined by ORS Chapter 65.

Article IV

Said trustees shall serve for a term of three (3) years and continuously thereafter until their successors are elected and have qualified, as follows: Three trustees for a term expiring June 30,

1995; four trustees for a term expiring June 30, 1996; and four trustees for a term expiring June 30, 1997. As the term of each appointed trustee expires, his or her elected successor shall serve for a three-year term.

The names and addresses of the eleven trustees appointed to first constitute and serve as the initial Board of Trustees of this Foundation are as follows:

Trustees

<u>NAME</u>	<u>ADDRESS</u>
1. Gary Bedell,	7464 Butte Falls Hwy, Eagle Point, Oregon 97524
2. Alex Boutacoff,	1339 Old Hwy. 234, Eagle Point, Oregon 97524
3. Wayne Brown,	P.O. Box 592, Eagle Point, Oregon 97524
4. Tom Caldwell,	800 Hwy. 234, Eagle Point, Oregon 97524
5. Larry Dickson,	910 Vista Park Drive, Eagle Point, Oregon 97524
6. Sue Kupillas,	6210 Hwy. 140, Eagle Point, Oregon 97524
7. Olive Lansburgh,	P.O. Box 559, Eagle Point, Oregon
8. Patti Metz,	P.O. Box 2457, White City, Oregon 97503
9. Ken Trautman,	5915 Peace Lane, Central Point, Oregon 97502
10. TO BE NAMED	
11. TO BE NAMED	

Consent to serve as trustee has been obtained from each.

Bylaws may be repealed or amended by the trustees with the approval of the majority of the trustees at any regular meeting or special meeting called for that purpose.

Article V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other persons or organizations whose net earnings, or any part thereof inures to the benefit of any private shareholder 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 II thereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 except as authorized under the Internal Revenue Code of 1986. Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986

as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

Article VI

In the event of dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation, distribute all of the assets of the corporation to such organization, or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and exempt from taxes under Oregon excise tax laws, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the State of Oregon for Jackson County or other court of competent jurisdiction 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 VII

The name and address of each incorporator of the Foundation is as follows:

<u>Name</u>	<u>Address</u>
1. Ted Adams	P.O. Box 548, Eagle Point, OR 97524
2. Mark N. Sorensen	P.O. Box 548, Eagle Point, OR 97524

Article VIII

No trustee or uncompensated officer shall be liable to the corporation for monetary damages for conduct as such trustee or uncompensated officer for any act or omission occurring on or after the date of filing of these articles, however, such limitation of liability shall not be applicable to:

- A. Any breach of the trustee's or officer's duty of loyalty to the corporation, fraudulent or dishonest conduct, or gross abuse of authority or discretion, or
- B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or

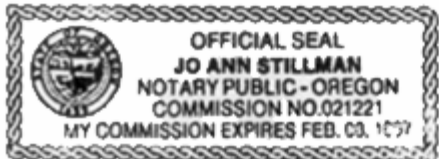
- C. Any unlawful distribution, or
- D. Any transaction from which the trustee or officer derived an improper personal benefit, or
- E. Any act or omission in violation of ORS 65.361 or ORS 65.367.

IN WITNESS WHEREOF the incorporation have hereunto set their hands and seals to these Acticles of Incoporation this 25 day of APRIL, 1994.

Ted Adams (SEAL)
Mark N. Sorensen (SEAL)

STATE OF OREGON }
 } ss.
 County of Jackson }

I the undersigned, a notary public for Oregon, hereby certify that on 25 day of APRIL, 1994, personally appeared before me TED ADAMS and MARK N. SORENSEN who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.



Jo Ann Stillman
 Notary Public for Oregon
 My Commission Expires: 2-8-97