

12/08/11

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Phone: (503) 986-2200
Fax: (503) 378-4381

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

Restated Articles of Incorporation—Business/Professional/Nonprofit

Check the appropriate box below:

- ☐ BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
☒ NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED

DEC 19 2011

OREGON
SECRETARY OF STATE

For office use only

REGISTRY NUMBER: 382961-82

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 PRIOR TO AMENDMENT Northwest Land Conservation Trust
2) NEW NAME OF THE CORPORATION (if changed) _____
3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

- ☐ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.

- ☐ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was _____. The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

- ☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) 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 _____. 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

6) EXECUTION

Signature

Printed Name

Title

Kathy Bridges

Kathy Bridges

Sec./Treas

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

David Atkin

Kathy Bridges

DAYTIME PHONE NUMBER (Include area code.)

541-342-6336

503-569-3568

FEES

Required Processing Fee \$50
Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

NORTHWEST LAND CONSERVATION TRU



38296182-13153242

RSTART

NORTHWEST LAND CONSERVATION TRUST

RESTATED ARTICLES OF INCORPORATION

Restated September 19, 2011

ARTICLE I: NAME AND PRINCIPAL OFFICE

Section 1.1 Name. The name of this nonprofit, public benefit corporation is NORTHWEST LAND CONSERVATION TRUST, hereinafter referred to as "NWLCT".

Section 1.2 Principal Office. The principal office of NWLCT in the State of Oregon shall be located in Marion County. NWLCT may have such other offices within the State of Oregon, as the activities of the Trust may require from time to time. The address of the principal office at the time of incorporation is: Northwest Land Conservation Trust, 5664 Davis Creek Road, N. E., Silverton, OR, 97381. As of September 19, 2011, the principal office is: Northwest Land Conservation Trust, P. O. Box 613, Turner, OR, 97392, located at 6516 Hunsaker Road, S.E., Turner, OR, 97392.

ARTICLE II: PURPOSE

Section 2.1. Purpose. NWLCT is organized under the nonprofit public benefit corporation law of Oregon (ORS Chapter 65) exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The purpose of NWLCT shall be to protect and preserve natural, scenic, agricultural, forest, recreational and open space lands in the State of Oregon, by acquiring properties (including by conservation easements as defined in ORS 271.715 to 271.795) and to use said properties or the proceeds thereof, to accomplish such purposes.

ARTICLE III: POWERS AND OPERATION

Section 3.1 Powers. NWLCT shall have all the powers granted by law which are necessary and proper to carry out its stated purpose, consistent with its qualifications under ORS Chapter 65 and Section 501(c)(3) of the Internal Revenue Code.

Section 3.2 Operation. NWLCT will:

- (a) Promote, by means of education, the public's awareness of the need for conservation of waters, wetlands, aquatic and wildlife habitat, timber lands, scenic lands, open spaces, recreational and agricultural lands in the State of Oregon;

(b) Encourage, through education and solicitation, public support of NWLCT's goals of acquiring properties, conservation easements, other property rights, financial contributions, and volunteer services, for preserving and maintaining in perpetuity the property that comes under the NWLCT's stewardship.

Section 3.3 Limitations. No part of the net earnings of NWLCT shall inure to the benefit of, or be distributable to, its trustees, directors, officers or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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, any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

Notwithstanding any other provision of these Articles, NWLCT 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding provisions of any future Federal Tax Code.

ARTICLE IV. MEMBERSHIP

Section 4.1 Members. NWLCT shall have no members.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 Board of Directors. Provisions regarding the duties and organizational structure of the Board of Directors is provided for in the Bylaws.

Section 5.2 First Directors. The names and addresses of the first Directors, January 31, 1994:

- (a) Neil Austin
12364 Mascher Road, N. E.
Silverton, OR 97381
- (b) Tina Schweickert
217 Cascade Highway, N. E.
Salem, OR 97301

- (c) Malcolm B. Higgins
5664 Davis Creek Road, N. E.
Silverton, OR 97381

Each Director named has consented to the appointment.

Section 5.3 Directors at Time of Restatement. The names and addresses of the Directors at time of amendment, September 19, 2011:

- (a) Kathy Bridges
P. O. Box 1210
Turner, OR 97392
- (b) Lynn Bowers
30251 Fox Hollow Road
Eugene, OR 97405
- (c) Reida Kimmel
30306 Fox Hollow Road
Eugene, OR 97405

Each Director named has consented to the appointment.

ARTICLE VI: LIABILITY OF DIRECTORS

Section 6.1 Liability. Directors shall have no personal liability to NWLCT for monetary damages for conduct as a Director except for:

- (a) breach of the Director's duty of loyalty to the Trust;
- (b) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law;
- (c) any unlawful distribution;
- (d) any transaction from which the Director derived an improper personal benefit; and
- (e) any act or omission in violation of ORS 65.361 to 65.367.

ARTICLE VII: INITIAL REGISTERED AGENT

Section 7.1 Agent. The name and address of the initial registered Agent is: Malcolm B. Higgins, 5664 Davis Creek Road, N. E., Silverton, Oregon, 97381.

Section 7.2 Registered Agent. The name and address of the registered Agent at time of restatement is: Kathy Bridges, P. O. Box 1210, Turner, OR, 97392 and located at 6516 Hunsaker Road, Turner, OR, 97392.

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ARTICLE VIII. AMENDMENT

Section 8.1 Amendment. The Board of Directors shall have full unrestricted power to adopt, alter, amend, or replace the Articles of Incorporation and/or By-Laws, at any time. Procedures for amendment of By-Laws or the Articles of Incorporation are provided for in the By-Laws.

ARTICLE IX: DISSOLUTION

Section 9.1 Dissolution. Upon the dissolution and winding up of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed by the Board of Directors to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in § 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

EXECUTION:

I, the undersigned officer of the corporation, hereby certify under penalty of perjury that I have examined these Restated Articles of Incorporation and that they are the full and complete Restated Articles of Incorporation of Northwest Land conservation Trust

Kathy Bridges, Sec./Treas.
Signature

September 19, 2011
Date

Submit the original
and one true copy
\$20.00

Registry Number:

382961-82



Corporation Division - Business Registry
Public Service Building
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 986-2200 Facsimile (503) 378-4381

THIS SPACE FOR OFFICE USE ONLY

FILED

JAN 31 1994

SECRETARY OF STATE

ARTICLES OF INCORPORATION Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

ARTICLE 1: Name of the corporation: NORTHWEST LAND CONSERVATION TRUST

ARTICLE 2: Type of corporation (check one only):

- ☒ Public benefit
☐ Mutual benefit
☐ Religious

ARTICLE 3: Name of the initial registered agent: MALCOLM B. HIGGINS

Residence or office address of registered agent (must be a street address in Oregon).

5664 Davis Creek Road N.E. Silverton Oregon 97381
Street and number City State Zip code

ARTICLE 4: Principal office address:

5664 Davis Creek Road N.E. Silverton Oregon 97381
Street and number City State Zip code

ARTICLE 5: Indicate if corporation will have members:

- ☒ Yes
☐ No

ARTICLE 6: Distribution of assets on dissolution or final liquidation:

Northwest Conservation Land Trust shall have perpetual existence, but in the event of the dissolution of the Corporation, it's assets, if any, remaining after payment of liabilities, shall be distributed to another non-profit public benefit corporation which has similar objectives and purposes to those of this Corporation and which is also qualified under provisions of Section 501 (c) (3) of the U.S. Internal Revenue Code.

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Name of corporation: NORTHWEST CONSERVATION LAND TRUST

(If the corporation is a public benefit, you must list three or more directors and their addresses below.)

Neil W. Austin 12364 Mascher Road NE. Silverton, OR 97381

Tina Schweickert 217 Cascade Hwy NE, Salem, Oregon 97301

Malcolm B. Higgins 5664 Davis Creek Rd. NE Silverton OR97381

ARTICLE 8: ☒ Each director named has consented to this appointment.

ARTICLE 9: Optional provisions: The purpose of this Conservation Land Trust shall be to protect and preserve natural, scenic, agricultural, forest, recreational and open-space lands in the northwest section of the State of Oregon by acquiring properties (including conservation easements as defined in ORS 271.715 to 271.795) and to educate the general public in land use matters.

ARTICLE 10: Name and address of the incorporator:

MALCOLM B. HIGGINS
Name

5664 Davis Creek Road N.E.
Silverton, Oregon 97381

Execution:

Signature: Malcolm B. Higgins Printed name: MALCOLM

MALCOLM R. HIGGINS

Incorporator
Title

Person to contact about this filing: MALCOLM B. HIGGINS (503) 873-8777
Name Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE ____-____-____ / _____. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.