

State of Oregon

Department of Commerce Corporation Division

Certificate of Incorporation

OF

MASTER GARDENER ASSOCIATION

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that one original and one true copy of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in her by law, hereby issues this Certificate of Incorporation, and attaches hereto a true copy of the Articles of Incorporation.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 26th day of June, 1985.



Jane Edwards
Corporation Commissioner

By Rachel E. Samiöth
Chief Clerk

N.P. 1
9/76

Submit in Duplicate
Filing Fee \$10.00 831.10

One or more natural persons of the age of 18 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of incorporation.

NP 210766

Nonprofit

FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF ORE
JUN 26 1985
JANE EDWARDS
CORPORATION COMMISSIONER

Articles of Incorporation

OF

MASTER GARDENER ASSOCIATION

The undersigned natural person(s) of the age of eighteen years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is Master Gardener Association

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS 61.071.)

and its duration shall be perpetual

ARTICLE II The purpose or purposes for which the corporation is organized are:

- (1) That the corporation shall be organized and operated exclusively for charitable, educational and/or literary activities including primarily to provide care for the patient-family unit experiencing a life threatening disease and
- (2) That the corporation may engage in any lawful activity none of which is for profit, for which corporations may be organized under Oregon Revised Statute Chapter 61.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The address of the initial registered office of the corporation is _____

5020 S.W. Meadows Road	Lake Grove, Oregon	97034
<small>(Street and Number)</small>	<small>(City and State)</small>	<small>(Zip)</small>

and the name of its initial registered agent at such address is Jeanne Walker

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is _____

9 (At least three), and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>	<u>(Zip)</u>
<small>(Street and Number)</small>	<small>(City and State)</small>	<small>(Zip)</small>
<u>Jeanne Walker</u>	<u>5020 S.W. Meadows Rd. Lake Grove, OR</u>	<u>97034</u>
<u>Pat Patterson</u>	<u>91735 Poodle Creek Rd. Noti, OR</u>	<u>97461</u>
<u>Mariane Bornholdt</u>	<u>5084 Skyline Rd. S., Salem, OR</u>	<u>97306</u>
<u>Joyce Nesmith</u>	<u>3797 S. Main Lebanon, OR</u>	<u>97355</u>
<u>Jim Berry</u>	<u>11855 S.W. Bruce Dr. Beaverton, OR</u>	<u>97005</u>

<u>Name</u>	<u>Address</u> (Street and Number)	<u>Address</u> (City and State)	<u>(Zip)</u>
John Caine	1915 S.E. 49th	Portland, OR	97215
Cloyd Makinson	1150 East St.	Baker, OR	97814
Ray Davis	1940 Applegate Ave.	Grants Pass, OR	97506
Malvina Vandervalle	P.O. Box 248	Ashland, OR	97520

Article V The name and address of each incorporator is:
The same 9 directors.

ARTICLE VI The provisions for the distribution of assets on dissolution or final liquidation are: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute the assets to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, to such organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.) No part of the net earnings of the corporation shall inure to the benefit of any private individual, 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 purpose set forth in Article II hereof. 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 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 the corporation exempt from tax under Section 502(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 of 1954 (or its corresponding future provisions.)

Article VIII Directors shall be elected from the county in which they are a member - Vacancies shall be filled by the county where vacancies occur

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

Leanne L. Walters
 John C. Caine
 James H. Berry
 Rebecca D. Boninvalat
 Dated APR. 1, 1985

Patricia Patterson
 Cloyd B. Makinson
 Ray M. Lewis
 Joyce H. Desautels
 Malvina von Wandervalle

File with Corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.



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

Articles of Amendment—Business/Professional/Nonprofit

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

Check the appropriate box below:

For office use only

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

Registry Number: 210766-17

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

1) NAME OF CORPORATION PRIOR TO AMENDMENT MASTER GARDENER ASSOCIATION

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)
ARTICLES I, II, IX, X, XI, and XII (See attachment 1)

3) THE AMENDMENT WAS ADOPTED ON: November 2, 1996
 (If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote 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

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote 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

Printed Name Carol Finley Signature _____ Title President

7) CONTACT NAME

Robert Heatherington

DAYTIME PHONE NUMBER

(541) 482-2628

FEEES

Make check for \$10 payable to "Corporation Division."

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

Articles of Amendment - Business/Professional/Nonprofit

Attachment 1

Registry Number: 210766-17

Line 2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ:

ARTICLE I The name of this corporation is Oregon Master Gardener Association and its duration shall be perpetual.

ARTICLE II The purpose or purposes for which the corporation is organized are:

- (1) To enhance and supplement the Oregon State University Home Horticulture Program by promoting the dissemination of Horticulture information to the Citizens of Oregon as a result of University study and experience using Oregon State University standards.
- (2) To work with other gardening organizations to promote and enhance the gardening field.
- (3) That the corporation may engage in any lawful activity none of which is for profit, for which corporations may be organized under Oregon Revised Statute Chapter 65.

ARTICLE IX The Oregon Master Gardener Association is a membership corporation with a board of directors and officers elected as specified in the bylaws.

ARTICLE X The Executive Committee of this corporation shall exercise those board duties, responsibilities, and powers as are described in the bylaws.

ARTICLE XI This corporation shall indemnify its officers and directors and Executive Committee members to the full extent allowed by law.

ARTICLE XII The personal liability of the directors and officers and Executive Committee members of this corporation to this corporation for conduct as an officer or director shall be eliminated or limited to the full extent allowed by law.