

ARTICLES OF INCORPORATION

UMPQUA VALLEY DEVELOPMENT CORPORATION

An Oregon Nonprofit Corporation

Article I. Corporate Names and Status

Section 1.01 The name of the Corporation is: Umpqua Valley Development Corporation.

Section 1.02 This Corporation is a public benefit corporation.

Article II. Initial Incorporation Information

Section 2.01 The Corporation's initial registered agent, office address, and alternate corporate mailing address as described in ORS 65.047(c) and (e) are:

Ryan Tribbett	-and-	Ryan Tribbett
8600 SW St. Helens Dr.		8600 SW St. Helens Dr.
Wilsonville, OR 97070		Wilsonville, OR 97070

Section 2.02 The Incorporators' names and addresses are:

Richard Heard
578 Rogers Rd.
Roseburg, OR 97471

Kelly Morgan
846 Southridge Way
Roseburg, OR 97470

Steve Loosley
1940 NW Excello Dr.
Roseburg, OR 97471

Linda Samek
414 N. Meridian St.
Newberg, OR 97132

Lisa Yop
165 Danielle Dr.
Winston, OR 97496

Ryan Tribbett
8600 SW St Helens Dr.
Wilsonville, OR 97070

Nikki Messenger
900 SE Douglas Ave.
Roseburg, OR 97470

Ex-Officio, Dallas Heard
13595 Old Hwy 99 S
Myrtle Creek, OR 97457

Ex-Officio, Gary Leif
986 NW Southwater Dr.
Roseburg, OR 97471

Section 2.03 The initial Directors of the Corporation and their addresses are:

Richard Heard
578 Rogers Rd.
Roseburg, OR 97471

Kelly Morgan
846 Southridge Way
Roseburg, OR 97470

Steve Loosley
1940 NW Excello Dr.
Roseburg, OR 97471

Linda Samek
414 N. Meridian St.
Newberg, OR 97132

Lisa Yop
165 Danielle Dr.
Winston, OR 97496

Ryan Tribbett
8600 SW St Helens Dr.

Wilsonville, OR 97070

Nikki Messenger
900 SE Douglas Ave.
Roseburg, OR 97470

Ex-Officio, Dallas Heard
13595 Old Hwy 99 S
Myrtle Creek, OR 97457

Ex-Officio, Gary Leif
986 NW Southwater Dr.
Roseburg, OR 97471

Section 2.04 The undersigned incorporator(s) certify that each of the foregoing initial Directors has declared his or her consent to the server as an initial director of the Corporation.

Article III. Corporate Purpose and Restrictions

Section 3.01 This Corporation is organized exclusively for the promotion of social welfare within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (26 USC 501(c)(3)). The Corporation shall not conduct or carry on any activity or make any expenditure or investment not permitted to be conducted or made by an organization described in such section and the regulations pertinent thereto, as they now exist or may hereafter be amended. This restriction on purposes and activities is intended, by reference to the restrictions and limitations of the Internal Revenue Code of 1986, to adopt expressly and without reservation all such restrictions and limitations as may apply to a tax-exempt organization such as this Corporation, including all future amendments to and replacements to such Code.

Section 3.02 This principal purpose of this Corporation shall be to support and sustain economic and community development.

All funds acquired by this Corporation shall be devoted to the principal purpose described in this section, subject to the conditions and restrictions set forth elsewhere in these Articles, and further subject to the terms of any loan documents to which this Corporation executes that are in compliance with all applicable federal, state, and local laws, ordinances, and administrative regulations.

Section 3.03 Within the forgoing limitations, the Corporation may engage in any activity and exercise every power lawful under the provisions of Oregon law for nonprofit corporations.

Article IV. Members

Section 4.01 The Corporation shall have no members.

Article V. Board of Directors and Officers

Section 5.01 Administration and management of the affairs of this Corporation shall be vested in a Board of Directors consisting of nine (9) persons. The Board of Directors shall have all lawful powers necessary to effectuate the purposes of this Corporation except as may be restricted by these Articles or the By-Laws.

Section 5.02 Officers of the Corporation shall be a President, Vice President, Secretary, and Officer to the Board, who shall also serve as Treasurer. Officers shall be Directors of the Corporation and shall be sustained by a majority vote of the Board.

Section 5.03 Terms of Directors and Officers shall be set by a vote of a majority of Board of Directors.

Section 5.04 The Board shall meet at least annually and as often as provided in the By-Laws. The By-Laws shall provide for emergency Board meetings at the call of the President or a majority of members of the Board.

Section 5.05 Directors and officers of this Corporation shall serve without pay, compensations, or remuneration except the reimbursement of actual and necessary expenses incurred in performance of their duties as such and approved by the Board of Directors.

Section 5.06 This Corporation shall employ no persons as employees for any purpose. All services engaged by the Board of Directors for the Corporation shall be obtained from uncompensated volunteers or from *bono fide* contractors.

Section 5.07 Directors, officers, and volunteers serving this Corporation shall adhere to the standards and practices required of public officials under ORS Chapter 244, whether or not otherwise bound by law to such standards and practices.

Article VI. By-Laws

Section 6.01 The Board of Directors of this Corporation shall adopt and may, from time to time, amend the By-Laws of this Corporation. Such By-Laws shall provide for the structure, regulation, and internal

affairs of the Corporation consistent with the applicable laws and these Articles of Incorporation. No amendment to the By-Laws shall be effective unless approved in writing by two-thirds of the Directors.

Except as expressly approved above, the original Articles of Incorporation remain in full force and effect.

Article VII. Liability and Indemnification of Directors

Section 7.01 The Directors and officers of this Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director or officer, provided that no officer or director shall be absolved from liability for any act or omission occurring prior to the date of incorporation or for any of the acts or omissions described in ORS 65.047(2)(c)(A) through (E).

Section 7.02 Consistent with ORS 65.391, this Corporation shall indemnify, defend, and hold harmless its officers and Directors against all claims which may arise out of or in connection with their official duties, subject to the limitations of ORS 65.391(4), and subject further to the limitation that the Corporation shall not indemnify any officer or director against any claim arising out of an act or omission described in ORS 65.047(2)(c)(A) through (E).

Article VIII. Distribution of Assets on Dissolution

Section 8.01 Upon dissolution or final liquidation of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of this Corporation, liquidate all the assets of this Corporation unless restricted by the terms of any outstanding contract, judgment, or other legal obligation which cannot be absolved by dissolution of the Corporation.

Article IX. Amendments to Articles of Incorporation

Section 9.01 These Articles of Incorporation may be amended or restated only as provided in ORS 65.431 to 65.457; or by the Board of Directors.

IN WITNESS WHEREOF, I/we, the undersigned incorporator(s) of this Corporation have set my/our hand(s) as of the date set forth below, certifying the accuracy of all information contained in these Articles of Incorporation, and declaring my/our intent and understanding to create the Corporation according to the provisions and restrictions herein.

Richard Alvarez

Incorporator

November 25, 2019

Date

My L. Nguyen

Incorporator

November 25, 2019

Date

Steve Casey

Incorporator

November 25, 2019

Date

Linda Amek

Incorporator

November 25, 2019

Date

Loa A. Yop

Incorporator

November 25, 2019

Date

Yuki Masuy

Incorporator

November 25, 2019

Date

Ryan Tullo

Incorporator

November 25, 2019

Date

Fella Reed

Incorporator

November 25, 2019

Date

Casey Juel

Incorporator

November 25, 2019

Date