

# Articles of Incorporation



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

Phone:(503)986-2200  
Fax:(503)378-4381  
www.filinginoregon.com

Registry Number: 746048-94  
Type: DOMESTIC NONPROFIT CORPORATION

**FILED**  
**Feb 01, 2011**  
**OREGON**  
**SECRETARY OF STATE**

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## 1) ENTITY NAME

FRIENDS OF THE BROOKINGS-HARBOR AQUATIC CENTER

## 2) DESCRIPTION OF BUSINESS

813410 - Civic and Social Organizations

## 3) MAILING ADDRESS

555 5th Street, Suite 2  
Brookings, OR 97415  
USA

## 4) NAME & ADDRESS OF REGISTERED AGENT

Juliane L Leighton  
555 5th Street, Suite 2  
Brookings, OR 97415  
USA

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## 5) INCORPORATORS

Juliane L Leighton  
555 5th Street, Suite 2  
Brookings OR 97415  
USA  
Authorized Signer: Juliane L Leighton

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## 6) TYPE OF NONPROFIT CORPORATION

Public Benefit without members

## 7) DISTRIBUTION OF ASSETS

Said organization is organized exclusively for charitable, religious, 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.

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

Upon the dissolution of the organization, 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.

## 8) OPTIONAL PROVISIONS

### Provision I

The Friends of the Brookings-Harbor Aquatic Center is organized exclusively for charitable (public benefit) purpose under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In particular, said Corporation is dedicated to the development of a sustainable indoor community aquatic center to enhance access to year round fitness and recreational programming that will promote wellness and increase quality of life for all members of our community regardless of age, fitness level or physical capabilities.

### Provision II

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The governing body of the Corporation shall be a Board of Directors. The number of Directors constituting the initial Board of Directors of the Corporation must at least seven. The number of Directors may be changed in accordance with the Corporation's bylaws.

#### Provision III

The period of duration of this Corporation is in perpetuity.

#### Provision IV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its board of Directors, or other private persons, 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 Provision I. 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. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Provision V

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no Director or Officer of the Corporation shall have any personal liability to the Corporation for monetary damages for conduct as a Director or Officer occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right of protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this provision unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not be deemed to eliminate or limit the liability of a Director or Officer for:

- (a) Any breach of the Director's or Officer's duty of loyalty to the Corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- (c) Any unlawful distribution;
- (d) Any transaction from which the Director or Officer derived an improper personal benefit; or
- (e) Any act or omission in violation of ORS 65.361 to 65.367, or the corresponding provisions of any future Oregon Nonprofit Corporation law.

**By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.**

**By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.**

## 9) ELECTRONIC SIGNATURES

Juliane L Leighton

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**10) CONTACT NAME**

Juliane Leighton

**DAYTIME PHONE NUMBER**

541-251-0617