

March 15, 2016

NOTICE OF SPECIAL MEMBERSHIP MEETING

IMPORTANT: For the convenience of Members this Special Meeting will be a web meeting (webinar).
This is a terrific way we can all “get together virtually” from anywhere!

Meeting Date: Thursday, March 24

Meeting Time: 6:30 p.m. PDT

To see the meeting slides, log in via your computer:

Registration website: <https://attendeegotowebinar.com/register/2934320930118439937>

Webinar ID number: 121-969-483

And, to listen to the meeting, you can use your computer's microphone and speakers (VoIP) or telephone to this number:

1-562-247-8422

Access code: 645-457-441

Notice is hereby given of a Special Meeting of the Membership. The purpose of the meeting is to discuss and vote on the proposed revisions to the Articles of Incorporation.

NBGC Bylaws require that any notice of a Special Meeting be provided by mail or email to all members not less than seven (7) days and not more than sixty (60) days before the meeting. An affirmative vote by a majority of the members present at the special meeting is required to approve the action proposed in the motion before the membership. If you are unable to attend this meeting you may vote online or send your ballot via postal mail. Your mailed ballot must be received by March 24, 2016.

Founders receive 2 votes

Trailblazers receive 1 vote

Explorers receive 1 vote

Meeting Agenda

Call to order

Introductions

Certification of membership quorum

Discussion of Proposed Amendments

Vote on Motion to Amend and Restate Articles of Incorporation

Adjourn

Link to: Restated Articles of Incorporation with proposed revisions

How to Attend This Special Meeting on March 24, 2016:

Telephone: dial 1-562-247-8422. At the prompt, use this access code 645-457-441. You will be joined to the meeting and can hear the presentation.

We will presenting a slide deck online which you can access from your computer, tablet or other device. The Registration website is:

<https://attendee.gotowebinar.com/register/2934320930118439937>

You will be asked for a Webinar ID number which is: 121-969-483

You will have the opportunity to type in questions during the presentation and we will give meeting attendees access to a ballot to use for voting during the meeting.

The Board of Directors of Neskowin Beach Golf Course, Inc. proposes to amend and restate certain sections of the Articles of Incorporation to correct errors and to more accurately describe the business of the Corporation. As you know, currently the business is organized as a non-profit corporation in Oregon. More specifically it is organized within the meaning of IRS Section 501c7 as a club existing for the benefit of its members. Due to business performance during 2015 the Board finds that pursuing the 501c7 path will be cumbersome. Why?

The public response to the new ownership of the golf course properties by NBGC, Inc., has shown that support extends well beyond the current membership. During the inaugural 2015 season non-member revenues exceeded projections and, in fact, demonstrate that NBGC is better served by not pursuing a “club” model.

The overarching goal of NBGC has always been to make the golf course property a vital, vibrant center of Neskowin life. Although the business is new, the Board thinks that establishing a broader vision through the revisions to the Articles is necessary now. The changes are minimal and allow NBGC to pursue business opportunities beyond the “club” model.

The Board has endeavored to make minimal revisions to the Articles. You’ll see that the Corporation remains a nonprofit organized under ORS Chapter 65. Removed are references to IRS 501c7 status. The amended sections reflect the necessary changes. Although small, these changes are important to how we conduct our business in the future. And now is the time to get the changes made.

The amendments include:

- The type and purpose of the Corporation;
- The location and name of our new registered agent;
- The number of Directors on the Board;
- And how funds are distributed when/if the Corporation is dissolved.

In the restated Articles of Incorporation (Click here to access the recommended changes to the Articles of Incorporation) you will see the proposed deletions. The proposed additions are in **bold type**. Upon approval the final documents will appear without the deleted sections or the bold type.

The Board appreciates your support and is looking forward to growing the business at NBGC in ways that support the entire community. If you have questions, please email them to board@neskowinbeachgolf.com. One of the Board members will respond promptly.

If you are unable to attend the meeting, you can vote in other ways:

1. We will have a ballot on the NBGC website (www.neskowinbeachgolf.com) you can print and return the mail-in ballot by March 31, 2016, to NBGC, Inc., PO Box 1005, Neskowin, OR 97149

2. We can also vote online at XXXXXX before or after the meeting until March 24, 2016 when the voting will be closed.

We look forward to meeting with you to discuss these and other plans for the 2nd season of Neskowin Beach Golf Course!!

Thank you.

Best regards,

Tom Eaton
President
Neskowin Beach Golf Course