

1104 116-91

NONPROFIT  
ARTICLES OF INCORPORATION  
OF  
NESKOWIN BEACH GOLF COURSE INC.

FILED  
APR 13 2015  
OREGON  
SECRETARY OF STATE

ARTICLE I.

Name

The name of this corporation is "Neskowin Beach Golf Course Inc." (the "Corporation"), and its duration shall be perpetual.

ARTICLE II.

Type of Nonprofit Corporation

The Corporation is a mutual benefit nonprofit corporation.

ARTICLE III.

Purposes and Powers

1. The Corporation is organized exclusively for the mutual benefit and advancement of the interests of its members, and shall operate as a social and recreational club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, and as the same may be hereafter amended (the "Code"). References to sections of the Code shall be construed to include corresponding sections of any future federal tax laws.

2. The Corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Act (the "Act"), and as the same may be hereafter amended. Without limiting this authority, the activities of the Corporation shall be for pleasure, recreation, and other similar nonprofit purposes.

3. The Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, directors or other private persons; provided, however, 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 as previously set forth.

4. Notwithstanding any other provision of these Articles, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in, any activity that will invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(7) of the Code as a social and recreational club.

5. All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with the intent and purposes described in this Article.

#### **ARTICLE IV.**

##### **Registered Office and Agent**

The address of the initial registered office of the Corporation is 4949 Meadows Road, Suite 600, Lake Oswego, OR 97035. The name of the Corporation's initial registered agent at such address is ZR Oregon LLC.

#### **ARTICLE V.**

##### **Principal Office**

The principal office address of the Corporation is 48405 Hawk Street, Neskowin, Oregon 97149.

#### **ARTICLE VI.**

##### **Members and Management**

1. The Corporation shall have members. Criteria and procedures for admission of members shall be provided by the Bylaws of the Corporation.

2. The Corporation shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation and by the Bylaws.

## **ARTICLE VII.**

### **Board of Directors**

The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be prescribed by the Bylaws.

The number of Directors constituting the initial Board of Directors of the Corporation is five (5).

## **ARTICLE VIII.**

### **Dissolution**

1. The Corporation may be dissolved as provided in ORS Chapter 65, and as the same may be hereafter amended, by the Board of Directors then in office.

2. In the event no Directors have been elected, the Incorporator may dissolve the corporation.

3. Upon dissolution or final liquidation, after payment or provision for payment of all liabilities and obligations of the corporation, the remaining assets of the corporation shall be distributed in the discretion of the Board of Directors, in a manner which is not inconsistent with the status of the corporation under Section 501(c) of the Code.

## **ARTICLE IX.**

### **Amendment**

These Articles of Incorporation may be amended as provided in ORS Chapter 65, and as the same may be hereafter amended, by the members and the Board of Directors then in office.

## **ARTICLE X.**

### **Limitation of Liability**

The personal liability to the Corporation or its members or any Director or uncompensated Officer for monetary damages for that person's conduct as a Director or Officer is hereby eliminated; provided, however, that such Director or Officer shall remain liable for any breach of such Director's or Officer's duty of loyalty to the Corporation or its members, acts or omissions by

such Director or Officer which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which the Director or Officer derived an improper personal benefit, and any act or omission in violation of ORS 65.361 to 65.367, as in effect on the date of these Articles.

## **ARTICLE XI.**

### **Indemnification**

1. Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

2. The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

3. At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

4. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

5. The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

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**ARTICLE XII.**

**Incorporator**

The name and address of the incorporator are:

| <u>Name</u>      | <u>Address</u>                                                                             |
|------------------|--------------------------------------------------------------------------------------------|
| Coni S. Rathbone | Zupancic Rathbone Law Group, P.C.<br>4949 Meadows Road, Suite 600<br>Lake Oswego, OR 97035 |

**ARTICLE XIII.**

**Notices**

The name and address of the person to whom the Corporation Division may mail notices required by law are:

| <u>Name</u>      | <u>Address</u>                                                                             |
|------------------|--------------------------------------------------------------------------------------------|
| Coni S. Rathbone | Zupancic Rathbone Law Group, P.C.<br>4949 Meadows Road, Suite 600<br>Lake Oswego, OR 97035 |

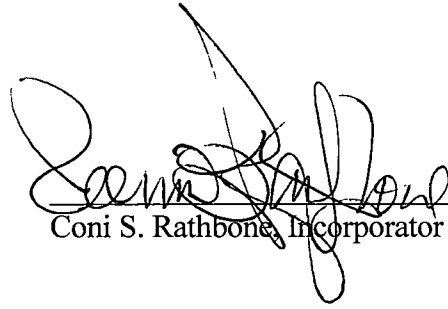
**ARTICLE XIV.**

**Contact Person**

The person to contact about this filing is:

| <u>Name</u>      | <u>Telephone Number</u> |
|------------------|-------------------------|
| Coni S. Rathbone | 503-968-8200            |

Dated this 8<sup>th</sup> day of April, 2015



Coni S. Rathbone, Incorporator