

**NONPROFIT
ARTICLES OF INCORPORATION
OF
SOUTHERN OREGON
SEED GROWERS ASSOCIATIONS**

ARTICLE I
NAME AND DURATION

The name of the corporation is Southern Oregon Seed Growers Association. Its duration is perpetual.

ARTICLE II
TYPE OF CORPORATION

This corporation is a public benefit nonprofit corporation.

ARTICLE III
REGISTERED AGENT AND ADDRESS OF REGISTERED AGENT

The new Registered Agent of the corporation is Chuck Burr. The Registered Agent has consented to this appointment. The address and location of the Registered Agent is 1133 Old Highway 99 South, Ashland, OR 97520. This is the address for the service of legal process and papers.

ARTICLE IV
MAILING ADDRESS

The mailing address of the Registered Agent is 1133 Old Highway 99 South, Ashland, OR 97520. This is the address to which official notices should be mailed.

ARTICLE V
VOTING MEMBERS

Southern Oregon Seed Growers Association does have voting members as defined in Chapter 65 of the Oregon Revised Statutes. Voting members will be selected as stated in the bylaws.

ARTICLE VI
PURPOSE AND POWERS

This corporation is organized exclusively for charitable and educational purposes

within the meaning of §501(c)(5) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

The corporation will have all the following powers:

- A. To conduct its business, carry on its operations, and have offices and exercise all of the powers granted by Oregon Law.
- B. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- C. To receive and allocate contributions, within the discretion of the board of directors, to any organization organized and operated exclusively for charitable or educational purposes within the meaning of §501(c)(5) of the Internal Revenue Code.

ARTICLE VII RESTRICTION ON ACTIVITIES

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 §501(c)(5) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII NO PRIVATE BENEFIT

The property of this corporation is irrevocably dedicated to § 501(c)(5) exempt purposes. No part of the net income or assets of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers, 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 these Articles of Incorporation.

ARTICLE IX LIMITS ON INFLUENCING OF LEGISLATION OR POLITICAL CAMPAIGNS

Notwithstanding any other provision of these Articles of Incorporation, no substantial part of the activities of the corporation shall include 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.

ARTICLE X DISSOLUTION

Upon the dissolution and winding up of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed by the Board of Directors to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in § 501(c)(5) of the Internal Revenue Code and which has established its tax-exempt status under that section. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI INDEMNIFICATION

The corporation will indemnify its directors and officers to the fullest extent allowed by current or future Oregon law or federal law, provided, that in the event of a settlement, the Board of Directors must approve the settlement in advance.

The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future Oregon law or federal law.

ARTICLE XII AMENDMENTS TO THE ARTICLES OF INCORPORATION

The requirements for amending the Articles of Incorporation shall be those stated in the bylaws.

EXECUTION:

I, the undersigned officer of the corporation, hereby certify under penalty of perjury that I have examined these Articles of Incorporation and that they are the full and complete Articles of Incorporation of Southern Oregon Seed Growers Association.

Signature

Date

Name print

Title print