

Articles of Incorporation
for
OREGON WAR VETERANS ASSOCIATION

ARTICLE I
NAME/REGISTERED OFFICE

The name of this corporation shall be: **Oregon War Veterans Association**. The corporation's registered office is located at: 4498 San Francisco Dr. NE, Salem, OR 97305. The mailing address of the corporation is: PO Box 8043, Salem, OR 97303.

ARTICLE II
PURPOSE

This corporation is organized exclusively for charitable purposes as an association of war veterans of the United States, within the meaning of Section of 501(c)(19), and 170(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(19) exempt organizations. To this end, the corporation shall:

- 1) Further comradeship among persons who are or have been members of the United States Armed Forces;
- 2) Honor the memory of deceased veterans and members of the Armed Forces and aiding and comforting their survivors;
- 3) Encourage patriotism by sponsoring and participating in activities of a patriotic nature;
- 4) Aid hospitalized, disabled and needy war veterans and their dependents;
- 5) Provide insurance and death benefits to members and/or their dependents;
- 6) Promote the social welfare of the community;
- 7) Provide occasional social and recreational activities for members;
- 8) Sponsor legislation, lobby, and participate in political activity and support candidates for public office in order to advance the above listed exempt purposes, primarily by contributing in-kind services and financial contributions to a separate IRC 527 political organization.

All funds, whether income or principal, shall be devoted to said purposes.

ARTICLE III
DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE IV LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- 1) No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(19) of the Internal Revenue Code, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
- 2) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(19) of the Internal Revenue Code, as now enacted or hereafter amended.
- 3) The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE V ASSOCIATION MEMBERSHIP

The Corporation shall qualify all members of Oregon War Veterans Association within the meaning of IRC 170(c)(3). Members shall not have voting rights, and are not members as defined in ORS 65. Such membership, and classes thereof, shall be as defined in the Corporation's by-laws.

VI DIRECTORS

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, consisting of no less than three (3) but no more than nine (9) directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Greg Warnock, President/Chairman; PO Box 8043, Salem, OR 97303

Frank Cooper, Secretary; PO Box 8043, Salem, OR 97303

Troy McDermid, Treasurer; PO Box 8043, Salem, OR 97303

Dennis Hooyman, Director; PO Box 8043, Salem, OR 97303

Warren Brown, Director; PO Box 8043 Salem, OR 97303

ARTICLE VII INDEMNIFICATION

To the fullest extent permitted by the Act, the corporation shall indemnify any director or officer of the corporation made a party to a proceeding, because the person is or was a director or an officer of the corporation, against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any director or officer from or on account of:

- 1) Any breach of the director's or officer's duty of loyalty to the corporation;
- 2) Acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law;
- 3) Any unlawful distribution under ORS 60.367; or
- 4) Any transaction from which the director or officer derived an improper personal benefit.

ARTICLE VIII LIABILITY OF DIRECTORS

No director or uncompensated officer shall be liable to the corporation for monetary damages for conduct as such director or uncompensated officer for any act or omission occurring on or after the date of filing of these amended and restated articles, however, such limitation of liability shall not be applicable to:

- 1) Any breach of the director's or officer's duty of loyalty to the corporation, or fraudulent or dishonest conduct, or gross abuse of authority or discretion, or
- 2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
- 3) Any unlawful distribution, or
- 4) Any transaction from which the director or officer derived an improper personal benefit, or
- 5) Any act or omission in violation of ORS 65.361 to ORS 65.367.

ARTICLE IX DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE X
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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
INCORPORATORS**

The incorporators of this corporation are:

Greg Warnock, President; PO Box 8043, Salem, OR 97303

Frank Cooper, Secretary; PO Box 8043, Salem, OR 97303

Troy McDermid, Treasurer; PO Box 8043, Salem, OR 97303

The undersigned incorporators certify that they execute these Articles for the purposes herein stated, in accordance with ORS 128.610 to 128.750, IRC 501(c)(19) and IRC 170(c)(3).

Date: _____

Greg Warnock, President

Date: _____

Frank Cooper, Secretary

Date: _____

Troy McDermid, Treasurer