

ARTICLES OF INCORPORATION
OF
YAMHILL COUNTY CERT ASSOCIATION
An Oregon Nonprofit Corporation

The undersigned person of the age of 18 years or older, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE 1
NAME AND DURATION

The name of the corporation shall be Yamhill County CERT Association, (the "Corporation"), and its duration shall be perpetual.

ARTICLE 2
TYPE OF NONPROFIT CORPORATION

The Corporation shall be a public benefit Corporation under the Oregon Nonprofit Corporation Act.

ARTICLE 3
PURPOSES AND POWERS

The Corporation is organized, and shall at all times be operated, exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1986, as amended ("Code", which term shall be deemed also to refer to any corresponding provisions of any subsequent federal tax laws), including, without limitation, but only to the extent consistent with such purposes, to promote knowledge of the functions, services, resources and needs of Community Emergency Preparedness of Yamhill County, Oregon, to promote awareness of Community Emergency Preparedness, to carry out fundraising activities aimed at furthering; these objectives and supporting the Community Emergency Preparedness of Yamhill County. Subject to the foregoing purposes and the restrictions set forth herein, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

ARTICLE 4
RESTRICTIONS

The assets of the Corporation are irrevocably dedicated to the purposes described above, and no part of the net income or other assets of the Corporation shall ever inure to the benefit of or be distributed to its founders, contributors, officers, directors or other private person 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 Article 3 hereof.

The Corporation shall not be controlled by, or under the direction of individuals or entities seeking to derive profit or gain from the Corporation.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall not engage in any activities that are not permitted for a Corporation that is exempt from federal taxation under Section 501 (c) (3) of the code or to which contributions are deductible for federal income, estate, and gift tax purposes under Code Sections 170© (2), 2055(a), and 2522(a) thereof.

ARTICLE 5 MEMBERS

The Corporation shall have no members within the meaning of the Oregon Nonprofit Corporation Act.

ARTICLE 6 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its board of directors. The number of directors constituting the initial board of directors of the Corporation shall be a minimum seven and maximum of fifteen persons. Vacancies and newly created positions on the board of directors shall be filled by the affirmative vote of a majority of the directors then in office, and directors similarly may be removed by the affirmative vote of a majority of directors shall be as provided in the bylaws of the Corporation.

ARTICLE 7 DISSOLUTION

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation remaining after payment of or provision for the liabilities and obligations of the Corporation shall be distributed exclusively to a qualified charitable and tax exempt CERT organization or Community Emergency Preparedness Organization within the State of Oregon as determined by the board of directors. Any assets not so distributed shall be disposed of by the Yamhill County Circuit Court to such qualified charitable organizations as to court shall determine.

For purposes of these Articles of Incorporation, a “qualified charitable organization” means an organization which is exempt from federal income tax under Section 501 (c) (3) of the IRS code.

ARTICLE 8
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 592 S.E. Edwards Drive, Dundee, Oregon 97115, and the name of its initial registered agent at such address is Faith Gerstel.

ARTICLE 9
MAILING ADDRESS

The Corporation's mailing address to which notices may be mailed is 592 S.E. Edwards Drive, Dundee, Oregon 97115.

ARTICLE 10
NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator is Faith Gerstel whose address is 592 S.E. Edwards Drive, Dundee, Oregon 97115.

ARTICLE 11
LIABILITY OF DIRECTORS AND UNCOMPENSATED OFFICERS

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, a Director or uncompensated officer of the Corporation shall not be liable to the Corporation for monetary damages for conduct as a director or officer. No repeal or amendment of the provision shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment.

ARTICLE 12
INDEMNIFICATION

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, the Corporation shall indemnify any Director or Officer who has been made a party to a Proceeding because the individual is or was a Director or Officer against Liability incurred in the Proceeding, including without limitation advancement of Expenses. Capitalized terms used in the preceding sentence shall have the meaning assigned to such terms in the Oregon Nonprofit Corporation Act.

ARTICLE 13
PRIVATE FOUNDATION PROVISIONS

Notwithstanding any provision of these Articles in Incorporation or Oregon law to the contrary, if the Corporation is a private foundation within the meaning of Section 509, it is prohibited from engaging in any act of self-dealing (as defined in Code Section 4941(d), from retaining any excess business holdings (as defined in Section 4943 (c)

which would subject the Corporation to tax under Code Section 4943, from making or retaining any investments would subject the Corporation to tax under Code Section 4944, and from making any taxable expenditures (as defined in Code Section 4945(d), and the Corporation shall make distributions of income and principal at such time and in such manner as not to subject the Corporation to tax under Code Section 4942.

ARTICLE 14 AMENDMENT

The Board of Directors of the corporation may amend these Articles of Incorporation, by the affirmative vote of a majority of the board members, at any annual meeting of the board, or at any specially called meeting of the board called for such purpose. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the Articles of Incorporation and shall include a copy or summary of the proposed amendment.

Dated the _____ day of January, 2010

Faith Gerstel, Incorporator

Person to contact About this filing:

Walter R. Gowell Telephone No. (503) 472-5141
Attorney

(articles of incorporation CERT proposed Jan 28)