

Anne W. Donnelly  
4275 Cape Arago Hwy.  
Coos Bay, OR 97420

May 23, 1994


Secretary of State  
Corporation Division  
Business Registry  
158 - 12th Street N.E.  
Salem, OR 97310-0210

Re: Coos Watershed Association  
Articles of Incorporation

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for the Coos Watershed Association, a non-profit corporation, together with a check for \$20.00. If you have any questions or need additional information, please contact me at the address above, or at 888-5558. Thank you for your assistance.

Very truly yours,

  
Anne W. Donnelly

cc: Allan Rumbaugh  
✓Joan Mahaffey

# Coos Watershed Association Articles of Incorporation

## Article I Name

The registered name of the corporation shall be the "Coos Watershed Association."

## Article II Duration

The duration of the corporation shall be in perpetuity.

## Article III Purpose and Mission

The Coos Watershed Association is a public benefit corporation within the meaning of the Oregon Nonprofit Corporation Act, as amended, or any successor statute ("the Act").

The purpose of the Coos Watershed Association is

*To provide a framework to coordinate and implement proven management practices, and test promising new management practices, designed to support environmental integrity and economic stability for communities of the Coos Watershed. (The "Coos Watershed" consists of all lands and waters that drain into the Pacific through the Coos Estuary.)*

Subject to the express limitations and restrictions contained in these Articles, the corporation has all the powers identified in the Act.

## Article IV Registered Office and Agent

The registered office and agent of the Association shall be:

Allan Rumbaugh  
326 North Front Street  
Coos Bay, Oregon 97420

The alternate corporate mailing address of the Association shall be:

Michael Graybill  
South Slough National Estuarine Research Reserve  
Seven Devils Road  
Charleston, OR 97420

#### Article V Membership

Any individual or organization supporting the purpose of the Coos Watershed Association, and paying dues as established by the Executive Council, may be a member of the Coos Watershed Association. The rights and duties of the members shall be as set forth in the Bylaws.

#### Article VI. Board of Directors (Executive Council)

The board of directors of the corporation shall be known as the Executive Council. Executive Council members shall collectively represent the types of water-dependent livelihoods, land uses, or other "at large" interests in the Coos Estuary watershed to be appointed as provided in the By-laws of the corporation. The initial representatives to serve on the Executive Council shall be:

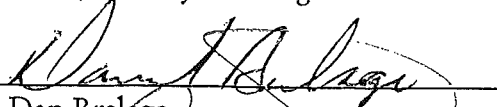
<u>Name</u>	<u>Representing</u>
Dan Brelage	ranching and agricultural interests
John Brands	ranching and agricultural interests
Mel Chase	federal land management agencies
Jim Clarke	commercial timber operators
Michael Graybill	state land management agencies
Tom Hosely	commercial timber operators
Bob Laport	county government
Robert Mahaffey	small woodlot owners
Joan Mahaffey	ranching and agricultural interests
Ken Messerle	small woodlot owners
Allan Rumbaugh	port and waterfront industries
Clark Seely	state land management agencies
Timm Slater	local government

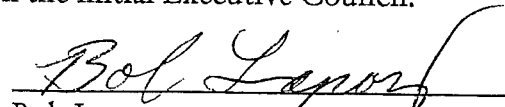
The initial officers of the corporation shall be as follows, and shall hold office until their successors are duly appointed by the Executive Council:

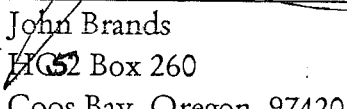
President	Allan Rumbaugh
Vice-president	Tom Hoesly
Treasurer	Joan Mahaffey
Secretary	Michael Graybill

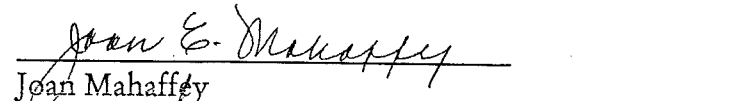
Article VII Incorporators


The incorporators of the Coos Watershed Association shall be the individuals listed below, who by their signatures consent to serve on the initial Executive Council:

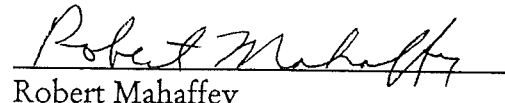
  
Dan Brelage  
695 Larson Way  
North Bend, Oregon 97459

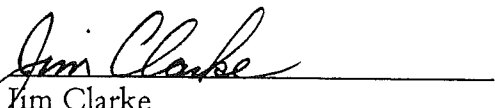
  
Bob Laport  
Coos County Courthouse  
Coquille, Oregon 97423

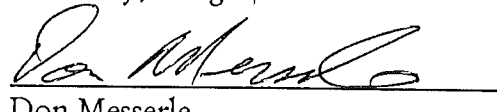
  
John Brands  
HC 52 Box 260  
Coos Bay, Oregon 97420

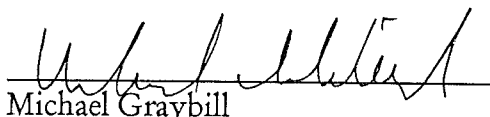
  
Joan Mahaffey  
~~HC 52 Box 446~~ HC 52 Box 243 *JM*  
Coos Bay, Oregon 97420

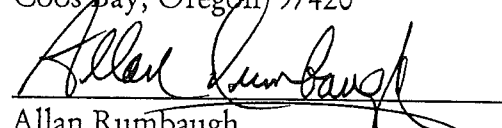
  
Mel Chase  
1300 Airport Way  
North Bend, Oregon 97459

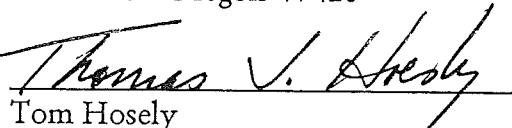
  
Robert Mahaffey  
HC 542 Box 446  
Coos Bay, Oregon 97420

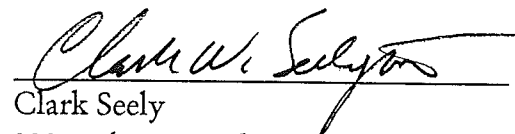
  
Jim Clarke  
P.O. Box 389  
North Ben Oregon 97459

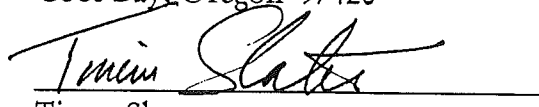
  
Don Messerle  
2330 Catching Slough Road  
Coos Bay, Oregon 97420

  
Michael Graybill  
P.O. Box 5417  
Charleston Oregon 97420

  
Allan Rumbaugh  
P.O. Box 1215  
Coos Bay, Oregon 97420

  
Tom Hosely  
P.O. Box 1215  
North Bend Oregon 97459

  
Clark Seely  
300 - 5th Bay Park  
Coos Bay, Oregon 97420

  
Timm Slater  
P.O. Box 389  
North Bend, Oregon 97459

## Article VIII. Liability of Directors

No director or uncompensated officer of the corporation shall have any personal liability to the corporation or its members for monetary damages for conduct as a director or officer except as otherwise provided in O.R.S. 65.047 (2) (c).

## Article IX. Dissolution

Upon the dissolution or final liquidation of the Association, the Executive Council shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute all remaining assets of the corporation to a corporation or corporations selected by the Executive Council and organized for public purposes which are recognized as exempt under Section 501(c)(3) of the Internal Revenue Code.