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

Coos Watershed Association: Articles of Incorporation  4/14/94
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:

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

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
P.O. Box 260
Coos Bay, Oregon 97420

Jean Mahaffey
HC 52 Box 446
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 Bend, 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 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.