

RESTATED ARTICLES OF INCORPORATION  
OF  
OREGON OCEAN PADDLING SOCIETY

A NONPROFIT CORPORATION

The undersigned corporation pursuant to O.R.S. 65.451 adopts the following Restated Articles of Incorporation

ARTICLE 1

The name of this corporation is OREGON OCEAN PADDLING SOCIETY and its duration shall be perpetual.

ARTICLE 2

This corporation is a public benefit corporation.

ARTICLE 3

This Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. In furtherance thereof, the corporation shall engage in the following activities:

The education and development of the physical and mental capacities of its members and other interested persons. The fostering of sea kayaking safety through training, education and joint experience. The fostering of greater awareness of open water resources and the value of their preservation. The exploration of oceans, bays, rivers and lakes through open water paddling activities. The collection and dissemination of scientific and other information and data concerning the same. The preservation of oceans, bays, rivers and lakes as far as possible in their natural state. The development and preservation of human powered boating opportunities. The receiving of bequests and gifts of all kinds. To engage in all other lawful activities necessary or desirable thereto for which corporations may be organized under ORS Chapter 65 and which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4

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 section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions

to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United states Internal Revenue Law).

#### ARTICLE 5

The Corporation shall have members.

#### ARTICLE 6

The business and affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be fixed from time to time by resolution of the Board of Directors but shall not be less than three nor more than twenty. The directors shall be officers of the corporation.

#### ARTICLE 7

The corporation shall conduct no practice and shall make no distinction, discrimination or restriction on account of race, religion, color, sex, marital status, sexual orientation, national origin, age or handicap.

#### ARTICLE 8

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code of 1986, as it may be amended, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

#### ARTICLE 9

No member, director, or officer of the corporation, nor any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or winding up of its affairs. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 or its successor provision.

## ARTICLE 10

No director or uncompensated officer of the corporation shall be personally liable to the corporation for monetary damage for conduct as a director or officer, provided that this article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act.

## ARTICLE 11

To the full extent that the Oregon Nonprofit Corporation Act, as amended from time to time, permits the indemnification of a member, director or officer, the corporation shall indemnify its members, directors and officers. This Article shall not be deemed exclusive of any provision for indemnification or advancement of expenses contained in the Bylaws or any agreement or action approved by the directors.

The undersigned declares under penalties of perjury that he has examined the foregoing and to the best of his knowledge and belief, it is true, correct and complete.

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Steve Nelson, President  
Oregon Ocean Paddling Society