

**RESTATED ARTICLES OF INCORPORATION  
OF  
OREGON PARKS FOREVER**

*(Revised February 16, 2022)*

Pursuant to Section 65.047 of the Oregon Nonprofit Corporation Act (the “Act”), the undersigned incorporator adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation shall be OREGON PARKS FOREVER (“OPF”), and its duration shall be perpetual.

**ARTICLE 2  
PURPOSES AND POWERS**

OPF is organized and shall be operated as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions of successor codes (the “Code”). OPF shall have and may exercise all the rights and powers given to corporations under the Act, subject to the restrictions set forth in Article 3. OPF is organized as a Public Benefit Corporation. OPF shall pursue these purposes:

**2.1 Principal Purpose.** To acquire, obtain and maintain funds or property for donation to, or use by, or in furtherance of the purposes of, federal, state, local and tribal Oregon public land managers (the “Agency or Agencies”) for public parks or public recreation purposes.

**2.2 Ancillary Purposes:**

- a. To aid public bodies in Oregon to acquire, obtain, preserve and improve land and other property for public parks or public recreation purposes.
- b. To cooperate with business, industry, government agencies, and individuals to promote, develop and expand public parks and public recreation programs.
- c. To aid public bodies in the education and interpretation of Oregon’s natural, scenic, cultural and historic resources.
- d. To engage in all other charitable, scientific, literary and educational purposes related to the mission of the Agencies or Oregon’s natural, scenic, cultural and historic resources, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

### **ARTICLE 3 RESTRICTIONS**

OPF is intended to qualify as a tax-exempt charitable organization within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these articles, OPF shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Without limiting the generality of the foregoing, no part of the net earnings of OPF shall inure to the benefit of, or be distributable to, its members (if any), trustees, officers or other private persons, except that OPF may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of OPF shall consist of carrying on propaganda, or otherwise attempting to influence legislation. OPF shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

During any period of time in which OPF shall be classified as a private foundation within the meaning of Section 509 of the Code, OPF shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject OPF to the taxes on failure to distribute income imposed by Section 4942 of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in such manner as to subject OPF to the taxes on investments which jeopardize charitable purposes imposed by Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

OPF is intended to qualify as a public nonprofit corporation within the meaning of Section 509(a)(1), and further as a supporting organization within the meaning of Section 509(a)(3) of the Code. OPF shall engage in only such activities as are contemplated within one or the other or both of those sections, or the corresponding provision of any future federal tax laws.

### **ARTICLE 4 BOARD OF TRUSTEES**

OPF shall have a Board of Trustees, which will fulfill the function of a board of directors as set forth in the Act. The Board of Trustees shall be constituted and have such powers as are provided for in OPF's Bylaws and the Act. The power to amend, modify or repeal OPF's Bylaws is reserved to the Board of Trustees.

### **ARTICLE 5 DISSOLUTION**

Upon the dissolution or final liquidation of OPF, after the payment or provision for payment of all of the liabilities of OPF, all of the remaining assets shall be distributed in accordance

with the purposes of OPF, as described in Article 2, to one or more tax exempt organizations described in Section 501(c)(3) of the Code, as selected by the Board of Trustees, that have substantially the same purposes as OPF. Any assets not disposed of by the Board of Trustees shall be disposed of by the court which has general jurisdiction for the county in which the principal office of OPF is then located, exclusively to one or more organizations as such court shall determine, which are at such time exempt organizations under Section 501(c)(3) of the Code that have substantially the same purposes as OPF.

## **ARTICLE 6 LIMITATION OF LIABILITY**

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no trustee or officer of OPF shall be liable to OPF for monetary damages for conduct occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right or protection of a trustee or officer of OPF for or with respect to any acts or omissions of such trustee or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this Article unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not eliminate or limit the liability of a trustee or officer for:

- 6.1** Any breach of the duty of loyalty to OPF;
- 6.2** Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- 6.3** Any unlawful distribution;
- 6.4** Any transaction from which trustee, professional manager, or officer derived an improper personal benefit; and
- 6.5** Any act or omission in violation of Sections 65.361 to 65.367 of the Act.

## **ARTICLE 7 INDEMNIFICATION**

To the fullest extent permitted by the Act, as it exists on the date hereof or is hereafter amended, OPF:

- 7.1** Shall indemnify any person who was, is or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of OPF) by reason of the fact that (i) he or she is or was a trustee, an officer, or an employee of OPF, or (ii) served at OPF's request as a trustee or officer of another nonprofit corporation or enterprise, or (iii) served at OPF's request as a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974) with

respect to any employee benefit plan of OPF, or (iv) serves or served at the request of OPF as a trustee, officer, employee, or agent, or as a fiduciary of an employee benefit plan, or another corporation, partnership, joint venture, trust, or other enterprise.

**7.2** Shall pay for or reimburse the reasonable expenses incurred by a trustee, officer, or employee in any matter described above in Section 7.1 in advance of final disposition of the proceeding.

The indemnification and advancement of expenses provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Trustees, or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

## **ARTICLE 8 MEMBERSHIP**

OPF shall have no members (as that term is defined under the Act).

## **ARTICLE 9 REGISTERED AGENT**

The name of the initial registered agent is Seth Miller. The address of the registered office, which is identical to the registered agent's business office, is 1501 SW Jefferson Street, Portland, OR 97201, (503) 966-1283.

## **ARTICLE 10 NOTICES**

The mailing address and principal office address of OPF to which the Secretary of State may mail notices is 1501 SW Jefferson Street, Portland, OR 97201, (503) 966-1283.

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