

# **ARTICLES OF INCORPORATION – NONPROFIT CORPORATION**

## **EUGENE ASTRONOMICAL SOCIETY**

The undersigned individual eighteen years of age or older, acting as Incorporator under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation:

1. **Name.** The name of the corporation is: Eugene Astronomical Society.
2. **Type of Corporation.** This corporation is a public benefit corporation.
3. **Members.** The corporation will have members as that term is defined in the Oregon Nonprofit Corporation Act.
4. **Provisions on Tax Exempt Status.**

A. This corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to such organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 of this corporation.

A. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. **Liability of Officers and Directors.**

A. The personal liability of a director or uncompensated officer to the corporation or its members for monetary damages for conduct as an officer or director shall be eliminated to the fullest extent permitted by current or future law.

B. The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit or proceeding by reason of the fact that the person is or was a director or officer of the corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

6. **Distribution of Assets Upon Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

7. **Board of Directors.** The initial Board of Directors of the corporation shall consist of three members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jean Grendler	3330 Alder Street Eugene, Oregon 97405
Suzanne Moe	3330 Alder Street Eugene, Oregon 97405
A.C. Illig	280 Roan Drive Eugene, Oregon 97401

8. **Registered Agent.** The name, street address and mailing address of the registered agent are as follows:

Theodore L. Walker, Attorney at Law  
767 Willamette Street, Suite 208  
Eugene, Oregon 97401

9. **Address for Mailing Notices.** The mailing address for the corporation is

P.O. Box 7264, Eugene, Oregon 97401.

10. **Incorporator.** The name and address of the incorporator are:

Jean Grendler  
3330 Alder Street  
Eugene, Oregon 97405

The incorporator hereby states that she has obtained the consent of each director named to serve as a director of the corporation in article 7 above.

I, the undersigned incorporator, hereby declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 15<sup>th</sup> day of May, 2003.

/s/ Jean Grendler  
Jean Grendler

**Person to contact about this filing:**

Theodore L. Walker, OSB #83366  
Attorney at Law  
Telephone No. (541) 484-2422