

Restated Articles of Incorporation – Nonprofit
Registry Number 086865-11

RESTATED NONPROFIT ARTICLES OF INCORPORATION
OF
NESKOWIN COMMUNITY ASSOCIATION, INC.

PREAMBLE

The original Articles of Incorporation are hereby amended and restated as follows as of this 31st day of August 2025.

ARTICLE I
Name

The name of this corporation is “Neskowin Community Association, Inc.” and its duration shall be perpetual.

Article II
Registered Agent

The registered agent of the corporation is Susan H. Linman.

Article III
Address of Registered Agent

The address of the registered agent is 1911 S. Carey Lane, Portland, Oregon, 97219.

Article IV
Address for Mailing Notice

The address for mailing notice is 1911 S Carey Lane, Portland, Oregon, 97219.

Article V Type of Corporation

This corporation is a nonprofit corporation formed under the provisions of ORS Chapter 65 for the exclusive purposes identified and defined in Article VIII. It will be a public benefit corporation.

Article VI Members

The corporation shall have members as that term is defined by the Oregon Nonprofit Corporation Act, ORS Ch 65, as amended, or the corresponding section of any future Oregon statutes.

Article VII Distribution of Assets Upon Dissolution

The assets and future assets of this corporation, in whatever form they may be, are permanently dedicated for exempt purposes as they are described under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Revenue Law and regulations). In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose and distribute all of the remaining assets of the corporation to an organization or organizations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational, fostering national or international amateur sports competition, or preventing cruelty to children or animals purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future Internal Revenue Code); or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent 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 said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII Optional Provisions

8.1. Purposes of this Corporation

This corporation is organized and shall be operated exclusively for charitable and educational purposes in accordance with the provisions of the Internal Revenue Code, Section 501(c)(3) (or the corresponding provisions of any subsequent United States Internal Revenue Law and regulations),

The purposes of this corporation include the making of distributions to organizations and entities that qualify as exempt organizations or entities under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any subsequent United States Revenue Law and regulations).

This corporation shall not engage in any activities that are not in furtherance of its purposes as expressed in this Section 8.1.

8.2 Earnings of Corporation

No part of the net revenue, if any, of this corporation shall inure to the benefit of, or be distributable in any form to its directors, officers or any other person or entity, except that the corporation shall be authorized and empowered as follows:

(A) to pay reasonable compensation for services rendered;

(B) to provide reimbursement for any documented expenses paid by any person on behalf of the corporation, and;

(C) to make payments and distributions in furtherance of the purposes set forth in Section 8.1 above.

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 Section 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 Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8.3. Board of Directors

The Board of Directors shall be the governing body of this corporation.

8.4. One Class of Members

This corporation shall have one class of members who shall be owners of real property or residents of Neskowin, Oregon, or vicinity.

8.5. Limitation of Liability

The personal liability to the corporation or to any Director or Officer for monetary damages for that person's conduct as a Director or Officer is hereby eliminated; provided, however, that such Director or Officer shall remain liable for any breach of such Directors or Officer's duty of loyalty to the corporation for acts or omissions by such board member or Officer which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which the Director or Officer derived an improper personal benefit, and any act or omission in violation of ORS 65.361 to 65.367, as is in effect on the date of these Articles.

8.6. Indemnification

Pursuant to ORS 65.387 to 65.414 the corporation shall indemnify, to the fullest extent provided in the Nonprofit Corporation Act ("Act"), any Director or Officer who was or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the corporation. The determination and authorization shall be made as provided in the Act.

The corporation may pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceedings as provided in the Act.

At the discretion of the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

The terms used in this Article shall have the meanings given them in ORS 65.387 to 65.414.

Execution

I declare as an authorized signer for the Corporation, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines.

Signature

Printed Name and Title