

665220-88

ARTICLES OF INCORPORATION  
OF  
SUNRIVER CHRISTIAN FELLOWSHIP, INC.

FILED  
DEC 15 1998  
OREGON  
SECRETARY OF STATE

The undersigned, being over the age of 18 years and a citizen of the United States, being desirous of forming a corporation for the purposes herein specified and in conformity of the laws of the state of Oregon, does hereby make and execute the following written Articles of Incorporation.

ARTICLE I

The name of this Corporation is:

SUNRIVER CHRISTIAN FELLOWSHIP, INC.

ARTICLE II

This Corporation is a religious corporation.

ARTICLE III

The name of the initial registered agent is James E. Petersen. The address of the initial registered agent is: 1201 N.W. Wall Street, Suite 300, Bend, Oregon 97701.

ARTICLE IV

The address where the Corporation Division may mail notices is:

18160 Cottonwood Road, Box 507  
Sunriver, Oregon 97707

ARTICLE V

The Corporation shall have no members.

ARTICLE VI

The assets of the Corporation are irrevocably dedicated to charitable purposes and no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to its members, officers, directors or to the benefit of any 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 its purpose. 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

#### **ARTICLE VII**

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to a federal, state or local government for a public purpose.

#### **ARTICLE VIII**

The number of initial directors is ten. The names and addresses of the initial Board of Directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>DICK MATSON</b>	P.O. Box 4785 Sunriver, Oregon 97707
<b>D. C. BORN</b>	P.O. Box 3603 Sunriver, Oregon 97707
<b>PETER SCHNEIDER</b>	18160 Cottonwood Road, Box 423 Sunriver, Oregon 97707

Each of the directors set forth in this Article has consented to serve as an initial director of the Corporation.

#### **ARTICLE IX**

No director or uncompensated officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for conduct as a director or officer, except that this provision shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date that this provision becomes effective, and this provision shall not eliminate or limit the liability of a director or officer for:

- (i) any breach of the director's or officer's duty of loyalty to the Corporation or its members;
- (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) any unlawful distribution;
- (iv) any transaction from which the director or officer derived an improper personal benefit; and
- (v) any act or omission in violation of ORS 65.361 to 65.367.

No amendment to or repeal of this Article shall apply to or have an effect on the liability or alleged liability of any director or uncompensated officer of the Corporation for or with respect to any acts or omissions prior to such amendment or repeal.

If Oregon law is amended to authorize the further elimination or limitation of the liability of directors or uncompensated officers, then the liability of a director or uncompensated officer of the Corporation shall be eliminated or limited to the fullest extent permitted by Oregon law, as so amended.

#### **ARTICLE X**

For the purposes of organizing this Corporation under the laws of the state of Oregon, I signed these Articles of Incorporation in duplicate this 14th day of December, 1998.



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**BRENT S. KINKADE, Incorporator**  
1201 N.W. Wall Street  
Suite 300  
Bend, Oregon 97701  
(541) 382-3011



Phone: (503) 986-2200  
Fax: (503) 378-4381

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327

Articles of Amendment—Business/Professional/Nonprofit

For office use only

- Check the appropriate box below:
- BUSINESS/PROFESSIONAL CORPORATION  
(Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION  
(Complete only 1, 2, 3, 5, 6, 7)

**FILED**

**APR 27 1999**

**OREGON  
SECRETARY OF STATE**

Registry Number: 665220-88

Attach Additional Sheet if Necessary  
Please Type or Print Legibly in Black Ink

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT SUNRIVER CHRISTIAN FELLOWSHIP, INC.
- 2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)  
See attached Exhibit "A"
- 3) THE AMENDMENT WAS ADOPTED ON: 12/15/98  
(If more than one amendment was adopted, identify the date of adoption of each amendment.)

**BUSINESS/PROFESSIONAL CORPORATION ONLY**

4) CHECK THE APPROPRIATE STATEMENT

- Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

- Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.
- The corporation has not issued any shares of stock. Shareholder action was not to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

**NONPROFIT CORPORATION ONLY**

5) CHECK THE APPROPRIATE STATEMENT

- Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.
- Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION

Printed Name  
PETER SCHWEIDER

Signature  
*Peter Schuil*

Title  
Director

7) CONTACT NAME

JAMES E. PETERSEN

DAYTIME PHONE NUMBER

(541) 382-3011

**FEES**

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

**Exhibit "A"**

**AMENDMENT TO ARTICLES OF INCORPORATION**

1. The first sentence of Article VIII is hereby amended to read: "The number of Directors shall be not less than three nor more than twenty and the actual number of Directors shall be as set forth in the Bylaws of the Corporation."