

**ARTICLES OF INCORPORATION
OF
STUMPTOWN DISC GOLF
An Oregon Nonprofit Corporation**

The undersigned individual of the age of 18 years or older, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I
NAME AND DURATION**

The name of this corporation is Stumptown Disc Golf (the "Corporation"), and its duration shall be perpetual.

**ARTICLE II
TYPE OF NONPROFIT CORPORATION**

The Corporation is a public benefit corporation under the Oregon Nonprofit Corporation Act.

**ARTICLE III
PURPOSES AND POWERS**

The Corporation is organized and shall be operated for pleasure, recreation, and other non-profitable purposes within the meaning of section 501(c)(7) of the United States Internal Revenue Code of 1986, as amended ("Code"), including, without limitation, but only to the extent consistent with such purposes, to provide the growth and development of disc golf in local communities, by functioning (1) to support and promote the growth of disc golf through the installation of new courses and continued improvements at existing courses; (2) to develop disc golf activities for our membership which will be competitive, fair, and fun, including providing education and training clinics when requested; (3) to make the local communities and all associated governments aware of the benefits of disc golf as an outdoor activity and sport and that the Corporation supports the disc golf community; (4) to assist in the promotion and running of Oregon and Pacific Northwest disc golf events; and (5) to conduct fundraising for the purpose of assisting in course installation and improvement by holding events and other fundraising activities.

Subject to the foregoing purposes and the restrictions set forth in these articles of incorporation, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

ARTICLE IV CONSTRUCTION

It is intended that the Corporation qualify as an organization which is exempt from federal income taxation under Code section 501(c)(7). These articles of incorporation shall be construed and interpreted accordingly.

ARTICLE V RESTRICTIONS

The assets of the Corporation are irrevocably dedicated to the purposes described above, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its 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 set forth in Article III. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these articles of incorporation to the contrary, the Corporation shall not engage in any activities which are not permitted for a corporation which is exempt from federal income tax under Code Section 501(c)(7).

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 3400 U.S. Bancorp Tower, 111 S.W. Fifth Avenue, Portland, Oregon 97204, and the name of its initial registered agent at such address is MN Service Corporation (Oregon).

ARTICLE VII MAILING ADDRESS

The Corporation's mailing address to which notices may be mailed, until designation of the Corporation's principal office in its annual report, is 3400 U.S. Bancorp Tower, 111 S.W. Fifth Avenue, Portland, Oregon 97204.

ARTICLE VIII DIRECTORS

The affairs of the Corporation shall be managed and regulated by its board of directors. The number of directors constituting the initial board of directors of the Corporation is _____. Each person named in this article has consented to serve as an initial director of the Corporation. The number, terms, and manner of appointment and removal of directors shall be as provided in the bylaws of the Corporation.

**ARTICLE IX
MEMBERS**

The Corporation shall have members who shall have the membership rights and privileges as set forth in the bylaws of the Corporation.

**ARTICLE X
DISSOLUTION**

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation remaining after payment of or provision for the liabilities and obligations of the Corporation shall be distributed exclusively to such tax-exempt organization or organizations described in Code Section 501(c)(3) or 501(c)(7) as the board of directors shall determine. Any such assets not so distributed shall be disposed of by the Multnomah County Circuit Court to such tax-exempt organization or organizations described in Code Section 501(c)(3) as the court shall determine.

**ARTICLE XI
LIABILITY OF DIRECTORS
AND UNCOMPENSATED OFFICERS**

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as amended, a director or uncompensated officer of the Corporation shall not be liable to the Corporation for monetary damages for conduct as a director or officer. No repeal or amendment of this provision shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment.

**ARTICLE XII
INDEMNIFICATION**

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as amended, the Corporation shall indemnify any Director or Officer who is made a Party to a Proceeding because the individual is or was a Director or Officer against Liability incurred in the Proceeding, including without limitation advancement of Expenses. Capitalized terms used in the preceding sentence shall have the meaning assigned to such terms in the Oregon Nonprofit Corporation Act.

**ARTICLE XIII
PRIVATE FOUNDATION PROVISIONS**

Notwithstanding any provision of these articles of incorporation or Oregon law to the contrary, if at any time the Corporation is a private foundation within the meaning of Code Section 509, it is prohibited from engaging in any act of self-dealing (as defined in Code Section 4941(d)), from retaining any excess business holdings (as defined in Section 4943(c)) which would subject the Corporation to tax under Code Section 4943, from making or retaining any investments which would subject the Corporation to tax under Code Section 4944, and from making any taxable expenditures (as defined in Code Section 4945(d)), and the Corporation shall make distributions of income and principal at such time and in such manner as not to subject the

Corporation to tax under Code Section 4942.

**ARTICLE XIV
AMENDMENT**

The board of directors may amend these articles of incorporation, by the affirmative vote of a majority of the directors then in office, at any meeting of the board of directors. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the articles of incorporation and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment.

**ARTICLE XV
INCORPORATOR**

The name and address of the incorporator of the Corporation is Steve Carson, 400 West 33rd Street, Vancouver, Washington 98660. By signing below, the incorporator confirms that each person named in Article VIII has consented to serve as an initial director of the Corporation.

DATED: _____, 2009.

Steve Carson, Incorporator

Person to contact about this filing:

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