

NEAHCASA ARTICLES OF INCORPORATION

ARTICLE I

The Name of the corporation shall be NeahCasa, hereinafter referred to as the "Corporation".

ARTICLE II

The Corporation shall be a public benefit corporation and shall have members. Its duration shall be perpetual.

ARTICLE III

Name and address of initial registered agent:
Lane deMoll
38755 Reed Road
Nehalem OR 97131

ARTICLE IV

Principal office address of the Corporation shall be:
38755 Reed Road
Nehalem OR 97131

Mailing address to which notices may be mailed:
P.O. Box 766
Manzanita, OR 97130

ARTICLE V **Membership**

The Membership of the Corporation with full voting rights, in accordance with the Bylaws, shall be as follows.

Members," who are all other persons who qualify as Regular Members under the Bylaws.

ARTICLE VI

Restrictions and Dissolution

The Corporation is organized exclusively for charitable, educational, and 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, as may be amended, the "IRC".

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. 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 IRC, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the IRC.

Upon the dissolution or final liquidation of the Corporation, after payment or provision for payment of all of the liabilities of the Corporation, all of the remaining assets shall be distributed to one or more exempt organizations described in Section 501(c)(3) of the IRC, or shall be distributed to the federal, 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 exempt purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Board of Directors

The business of the Corporation will be carried out by the Board of Directors. also

b. One third of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the "Nonlessee Members."

c. One third of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the larger public interest.

ARTICLE VIII
Consent of Directors to Appointment

Each director named has consented to this appointment.

ARTICLE IX
Purposes or Powers

The following are the purposes for which the Corporation is organized:

1. To acquire and steward land in perpetuity for the benefit of the residents of the community and to combat community deterioration.
2. To hold land and buildings in trust in order to provide for permanently affordable housing for full-time residents, including the workforce and those with disabilities.
3. To provide opportunities for present and future low- and moderate-income people to secure housing that is decent and affordable and that is controlled by the residents on a long term basis.
4. To promote social welfare by lessening of the burdens of government through assisting jurisdictions in the corporation's service area to provide the full spectrum of housing for residents mandated by state land use laws.
5. To provide permanently affordable access to land for such purposes as quality housing, sustainable agriculture and forestry, cottage industries and co-operatives.
6. To protect the natural environment and promote the ecologically sound use of land and natural resources and the long-term health and safety of the community.

11. To erect or maintain public-use buildings, monuments, or works.
12. To build homes and use lands in an environmentally sensitive and socially responsible manner which preserves, protects and enhances the land's natural attributes.
13. To advocate for systemic changes that enhance housing affordability.
14. To engage in scientific, educational, research and charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).
15. To engage in any lawful activity permitted in a Section 501(c)(3) organization and for which corporations may be organized pursuant to Chapter 65 of the Oregon Revised Statutes.
16. To engage, partner, and contract with other persons and entities in support of these purposes.

In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall have the following powers:

- a. To purchase, receive, take by grant, gift, devise, bequest or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- b. To sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage or pledge, or create a security interest in, all or any of its property, or any interest therein, wherever situated, except as such activities are restricted under Articles 5 and 6 of this Certificate;
- c. To raise or solicit funds for the furtherance of its charitable purposes;
- d. To do such things as are incidental to the foregoing purposes and powers.

ARTICLE XI
Incorporators

Founder 1 Kelly L. Benson, whose address is: _____

Founder 2 Lane deMoll, whose address is: _____

Founder 3 LeeAnn Neal, whose address is: _____

Founder 4 Tom Bender, whose address is: _____

Founder 5 Denise Lofman, whose address is: _____

Founder 6 Louise Christenson, whose address is: _____

Founder 7 Mike Cook, whose address is: _____

Founder 8 Natasha Stevens, whose address is: _____

Founder 9 Edith Rohde, whose address is: _____

Execution:

Founder 1 _____

Founder 2 _____

Founder 3 _____

Founder 4 _____

Founder 5 _____

Founder 6 _____

Founder 7 _____