

June 8, 2016 – BWID Current Articles of Incorporation

Attached are original copies of two documents which together make up the current **Barlow Water Improvement District (BWID) Articles of Incorporation:**

- 1. Primary Articles of Incorporation as Filed with the Oregon Secretary of State on September 27, 2002.**

and

- 2. The following Article of Amendment which was Filed with the Oregon Secretary of State on November 20, 2009**

**“Article X, It is the intention and desire of all persons owning or having any interest in any of the described lands to organize such corporation of Oregon under the provisions of ORS 554.005 to 554.340 with rights and privileges of a public corporation by unanimous consent of such persons.”
This amendment was adopted on November 14, 2009**





Phone: (503) 988-2200
Fax: (503) 378-4381

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 161
Salem, OR 97310-1327
FilingInOregon.com

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

NOV 20 2009

OREGON
SECRETARY OF STATE

REGISTRY NUMBER

031108-97

In accordance with Oregon Revised Statute 182.410-182.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: BARLOW WATER IMPROVEMENT DISTRICT

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)

ARTICLE X It is the intention and desire of all persons owning or having any interest in any of the described lands to organize such corporation as a public corporation of Oregon under the provisions of ORS 554.005 to 554.340 with rights and privileges of a public corporation by unanimous consent of all such persons.

3) THE AMENDMENT WAS ADOPTED ON: November 14, 2009

(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 share	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 required 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

8) EXECUTION
Signature

Tracy G. Hunt

Printed Name

Tracy G. Hunt

Title

Chairman

7) CONTACT NAME (To resolve questions with this filing.)

Pam Peper, Office Manager

DAYTIME PHONE NUMBER (include area code)

541.544.2920

BARLOW WATER IMPROVEMENT DISTRICT



3110897-11442128

AMDART

FEES

Processing Fee \$50
 in Copy (Optional) \$5
 Nonprofit Type Change
 resident/Secretary Change
 Fees are nonrefundable.
 payable to "Corporation Division."

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



Phone: (503) 885-2200
Fax: (503) 378-4301
Secretary of State
Corporation Division
258 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Restated Articles of Incorporation—Business/Professional/Nonprofit

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)

For offices use only

FILED
SEP 27 2002
OREGON
SECRETARY OF STATE

Registry Number: 031108-97

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

- 1) Name of Corporation Prior to Amendment: BARLOW WATER DISTRICT
- 2) New Name of the Corporation (if changed): BARLOW WATER IMPROVEMENT DISTRICT
- 3) A Copy of the Restated Articles Must Be Attached

BUSINESS/PROFESSIONAL CORPORATION ONLY

NONPROFIT CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was _____. The vote of the shareholders 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

- The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

5) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was 08/16/2002. The vote of the members 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
1	531	531	231	4

6) Execution

Printed Name: Linda Cheek Signature: Linda Cheek Title: Chairperson

7) Contact Name: DAVID ATKIN

Office Phone Number - INCLUDING AREA CODE: 541/342-6336

JF9-27

FEEES

File with the Secretary of State
"Corporate Division"

NOTE: Non-registered
users will be charged. The
cost number and payment due
should be included on a separate
sheet for your payment.

RESTATED
ARTICLES OF INCORPORATION
OF
BARLOW WATER IMPROVEMENT DISTRICT

FILED
SEP 27 2002
OREGON
SECRETARY OF STATE

The following Restated Articles of Incorporation supersede the existing Articles of Incorporation and all amendments thereto.

ARTICLE I
NAME AND DURATION

The name of the corporation is Barlow Water Improvement District and its duration is perpetual.

ARTICLE II
TYPE OF CORPORATION

This corporation is a mutual benefit nonprofit corporation organized pursuant to ORS Chapter 65, and it operates as a nonprofit water improvement district pursuant to ORS Chapter 554.

ARTICLE III
THE LAND IMPROVED BY THE WORK OF THE CORPORATION

The particular land to be improved by the works of the corporation consists of all of the real property located within the Pine Hollow Development located in Wasco County, Oregon, consisting of a total of approximately 350 acres of land, all within one mile of the Pine Hollow Reservoir, as per attached map.

**ARTICLE IV
PURPOSE**

The purpose of this corporation shall be to furnish water for domestic use and for the irrigation of land, for all of the residents of land located within the Pine Hollow Development, and for sanitary or agricultural purposes or both.

**ARTICLE V
INITIAL DIRECTORS**

There are seven (7) initial directors of Barlow Water Improvement District, and their successors shall be elected by the affirmative vote of a majority of the voting members of the corporation in an election in which a quorum participates in the election, which is conducted according to the procedures for the election of Directors stated in the Bylaws of the Corporation. The initial Directors shall hold office for a term of 3 years, and until their successors are properly elected. The names of those first holding the office of directors are as follows:

Norman Adams
Ronald Carlson
Linda Cheek
Ed Horne
Gary Olin
Alice Perkins

**ARTICLE VI
PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of business is located at 46 Southwell Road, Tygh Valley in Wasco County, Oregon. The mailing address of the corporation is Barlow Water Improvement District, PO Box 29, Warvic, OR 97063.

**ARTICLE VII
REGISTERED AGENT AND STREET ADDRESS OF REGISTERED AGENT**

The Initial Registered Agent of the corporation is Dan Van Vactor, and the address of the registered agent is 725 NW Broadway, Bend, Oregon 97701.

ARTICLE VIII VOTING MEMBERS

Barlow Water Improvement District does have voting members as defined in Chapter 65 of the Oregon Revised Statutes. The voting members consist of the owners of the lots located in Pine Hollow Development in Wamic, Oregon, located in Wasco County, Oregon. The voting members shall cast votes which are allocated based on one vote for each parcel of land located in Pine Hollow Development, as defined in the bylaws of the corporation, regardless of the number of acres owned.

ARTICLE IX NONPROFIT PURPOSE

This corporation is not organized for profit and neither the corporation nor its members shall profit from the business of the corporation other than from the benefits of the improvement of the land for which the corporation is formed.

ARTICLE X RESTRICTIONS ON ACTIVITIES

All revenue and income of the corporation, from whatsoever source, shall be received, held, used and expended exclusively for payment of the cost and expense of the improvements and the maintenance of same and the payment of indebtedness, interest cost and expense of the corporation incurred therefor, and for the operation, maintenance and necessary expense of the corporation in the conduct of its business for the purposes as stated in these Articles of Incorporation.

This corporation is organized and operated for tax exempt purposes allowed for organizations described in Section §501(c)(12) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue law). Notwithstanding any other provision of these Articles, the corporation shall not carry on activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c)(12) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation shall not possess the power of engaging in activities for the purpose of or resulting in the pecuniary remuneration to its members as such. This provision shall not prohibit fair and reasonable compensation to members for services actually rendered; nor shall it prohibit the corporation from charging a fee for services rendered; nor shall it prohibit the corporation from charging a fee for admission to any presentation it may make or other undertakings so long as any funds so raised are used solely for paying the losses and expenses of the corporation. Any excess income not retained in reasonable reserves for future losses and expenses belongs to members in

proportion to their patronage or business done with the corporation. If such patronage refunds are retained in reasonable amounts for purposes of expanding facilities, retiring capital indebtedness, acquiring other assets, or other similar purposes, the organization shall maintain records sufficient to reflect the equity of each member in the assets acquired with the funds.

In any given year, at least eighty five percent (85%) of the corporation's gross income must be collected from members, for the sole purpose of meeting losses and expenses, in accordance with Section 501(c)(12) of the Internal Revenue Code of 1986.

No prohibited private inurement, as that is defined in the Internal Revenue Code for 501(c)(12) organizations, shall be allowed. 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 set forth in these Articles. The corporation may also return to members any gross income in excess of that needed for losses and expenses, or that will not be used for expansion, retiring capital indebtedness, or acquiring other assets. Upon dissolution, the corporation may return each member's proportionate share of the proceeds from the sale of appreciated capital assets.

ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation, the assets shall be distributed to the members in proportion to their patronage or business done with the corporation.

ARTICLE XII INDEMNIFICATION

The corporation will indemnify its directors and officers to the fullest extent allowed by Oregon law, provided, however, that in the event of a settlement, the Board of Directors must approve any settlement in advance. The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future law.

**ARTICLE XIII
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The requirements for amending the Articles of Incorporation shall be those allowed by ORS 554.300, and ORS 65.431 to 65.457, and as stated in the bylaws.

CERTIFICATION: I, the undersigned Officer of the corporation, hereby certify under penalty of perjury that I have examined the foregoing Restated Articles of Incorporation and that they are the accurate and complete Restated Articles of Incorporation of Barlow Water Improvement District.

Signed: Linda Cheek Date: 4-18, 2002

Name and Title: Chairperson, Linda Cheek