

**NONPROFIT ARTICLES OF INCORPORATION
OF
SOUTHERN OREGON HIGH PERFORMANCE ENTERPRISE CONSORTIUM**

The following Nonprofit Articles of Incorporation have been adopted in accordance with ORS 65.451 and filed with the Secretary of State of the State of Oregon on May 30, 2005.

ARTICLE I

NAME

The name of the corporation is Southern Oregon High Performance Enterprise Consortium.

ARTICLE II

REGISTERED AGENT

The name and address of the registered agent and registered office of this corporation is:

Lee Lanphier

Lanphier Associates, Inc.

1016 E Jackson St

Medford, OR 97504

**ARTICLE III
INCORPORATORS**

The name(s) and address(es) of the incorporator(s) of this corporation is/are:

Lee Lanphier
1016 E Jackson St
Medford, OR 97504

Lowell Gibson
1710 Harbeck Rd
Grants Pass, OR 97527

David Matthews
914 S 3rd St
Jacksonville, OR 97530

**ARTICLE IV
DESIGNATION**

The corporation is a mutual benefit corporation.

**ARTICLE V
PURPOSES AND POWERS**

The purposes of the corporation shall be to provide a forum for education and the exchange of information regarding ways to develop, implement, and improve practices and processes of businesses and to carry on any other activities permitted pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax code. In furtherance of the foregoing purposes, the corporation shall have all powers set forth in the Oregon Nonprofit Corporation Act (the "Act").

**ARTICLE VI
RESTRICTIONS**

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(6) of the Code (or the corresponding provision of any future federal tax code). Without limiting the generality of the foregoing, no part of the net earnings of the corporation shall benefit any private member or individual, 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.

**ARTICLE VII
DISSOLUTION**

Upon dissolution or final liquidation, and after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such other organization or organizations selected by the Board of Directors that are organized and operated for one or more similar purposes as are set forth in Article III, or as otherwise permitted by the Act and Section 501(c)(6) of the Code (or the corresponding provision of any future federal tax code).

**ARTICLE VIII
MEMBERS**

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as determined in the bylaws.

ARTICLE IX
LIMITATION ON PERSONAL LIABILITY

No director or officer of the corporation shall be personally liable to the corporation for monetary damages for conduct as a director or officer, and no officer of the corporation shall be liable to the corporation or other person for any action taken or not taken as an officer if the officer acts in compliance with the standards of conduct for officers set forth in the Act; *provided, however,* that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omissions that occur before the effective date of the amendment.

ARTICLE X
INDEMNIFICATION

Within the restrictions imposed by Article VII, the corporation shall indemnify to the fullest extent not prohibited by law any current or former director who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the board of directors or other document or arrangement.

SOHPEC Articles of Incorporation

DATED: May 30, 2005.

SOUTHERN OREGON HIGH PERFORMANCE ENTERPRISE CONSORTIUM

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Signature
_____, Incorporator

Signature
_____, Incorporator

Signature
_____, Incorporator