

ARTICLES OF INCORPORATION

OF

KLAMATH WINGWATCHERS, INC.

KNOW ALL MEN BY THESE PRESENTS That B.J. MATZEN

A natural person, or if more than one, each a natural person of the age of eighteen years or more, do hereby incorporate the corporation named herein and hereby, do adopt, execute and verify, in duplicate, the following Articles of Incorporation thereof:

ARTICLE I

The name of the corporation is KLAMATH WINGWATCHERS, INC.

And its duration shall be perpetual.

ARTICLE II

The purpose or purposes for which said corporation is organized are:

(1) To engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to Chapter 61 of Oregon Revised Statutes, to operate exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

(2) The purpose as limited by (1) above shall include, but are not limited to, the education of the public, through scientific, arts and cultural means, regarding the wildlife existing in Klamath County and the Klamath Basin and its value as a natural resource.

ARTICLE III

The address, including street and number, of the initial registered office of the corporation is:

601 Main Street, Suite 216, Klamath Falls, Oregon 97601

and the name of its initial registered agent at such address is: B. J. Matzen

ARTICLE IV

The number of the directors constituting the initial board of directors shall be four and the respective names and addresses (including street and number) of the persons who are to serve as the initial directors are:

Name	Address	(include City, State, Zip)
B. J. Matzen	436 Delta, Klamath Falls, Oregon	97601
Joseph T. Riker III	5127 Highway 39, Klamath Falls, Oregon	97603
Ann Enman	Route 1, Box 620 W, Klamath Falls, Oregon	97603
T. L. Boyer	1540 Carlson Drive, Klamath Falls, Oregon	97603

The number of directors of the board may be set at a different number than four by specification in the Bylaws and shall be elected in such numbers and for such terms by the majority vote of the members paying the annual membership fee, to be established from time to time by resolution of the board, at the annual meeting as set out by the Bylaws. Other matters of the corporation, other than election of the board members, shall be under the control of the board.

ARTICLE V

The name and address, including number and street, if any, of each of the incorporators, is:

Name	Address	(include City, State, zip)
B. J. Matzen	601 Main Street, Suite 216, Klamath Falls, Oregon	97601

ARTICLE VI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

1. This corporation is organized exclusively for charitable, religious, 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.

2. 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.

3. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, we, the undersigned, incorporators, declare under penalties of perjury that we have examined the foregoing document and to the best of our knowledge and belief, it is true, correct and complete.

/s/ B. J. MATZEN

Dated

January 16, 1987

Revised and revisions adopted November 15, 2005

NOTE:

See the Oregon Non-profit Corporation Law, Chapter 61 of Oregon Revised Statutes, which provides that one or more persons may incorporate a corporation under Oregon's Non-profit Corporation Law by signing, verifying and delivering Articles of Incorporation in duplicate to the Oregon Corporation Commissioner at Salem, Oregon accompanied by a filing fee of \$10 and that at least three directors are required; space is provided in Article VI of the

form for setting forth any provision not inconsistent with law for the regulation of the internal affairs of the corporation, including any provision for the distribution of assets on dissolution or final liquidation.