

Oregon Secretary of State
Corporation Division
Registry Number: _____

ARTICLES OF INCORPORATION
of
Port Orford CommUnity Co-op

1. **NAME:** The name of this cooperative corporation shall be Port Orford CommUnity Co-op (the "Cooperative").
2. **PURPOSES:** The Cooperative is formed for the following purposes:
 - a. To provide fresh, local, and healthy groceries and other consumer goods to its members and others at a low price; and
 - b. To engage in other lawful activities for which cooperatives may be organized under ORS chapter 62.
3. **TERM:** The term of existence of the Cooperative shall be perpetual.
4. **LOCATION AND MAILING ADDRESS:** The registered office and principal place of business of the Cooperative shall be at 42164 N Fork Hubbard Creek Road, Port Orford, Oregon 97465. The mailing address of the Cooperative for notices shall be PO Box 404, Port Orford, Oregon 97465.
5. **MEMBERSHIP:** The Cooperative is organized without shares of membership stock, but members must pay a membership fee of \$100.00 and annual membership renewal fees thereafter of \$25.00. Both may be changed in accordance with the procedure established in the Bylaws without the necessity of filing amended or restated Articles of Incorporation.
6. **LIMITATIONS ON MEMBERSHIPS:**
 - a. Each member has only one vote.
 - b. No person may hold more than one membership.
 - c. No membership interest may be sold except by the Cooperative and no membership may be transferred except to the Cooperative.
 - d. The Bylaws shall establish the methods for accepting, terminating, and redeeming memberships.
7. **BOARD OF DIRECTORS:** The governance of the Cooperative and the management of its affairs shall be vested in a Board of Directors who shall be elected by the members at the members' annual meeting. The initial Board of Directors which shall manage the

affairs of the Cooperation until the first annual meeting of the members is comprised of seven (7) directors who are the Incorporators listed below.

8. **INCORPORATORS:** The name and mailing addresses of the incorporators of the Cooperative are as follows:

Sheila Oberg, [REDACTED]

Kean Fleming, [REDACTED]

Mike Murphy, [REDACTED]

Rick Hazard, [REDACTED]

Nancy Dowdy, [REDACTED]

Karen Cooley Jennings, [REDACTED]

Bill Dooley, [REDACTED]

9. **LIMITATION ON PERSONAL LIABILITY and INDEMNIFICATION:** The personal liability of a director for conduct as a director shall be eliminated or limited to the maximum extent by Oregon law in effect at the time when the liability is incurred. The Cooperative shall indemnify its directors and officers in accordance with its Bylaws.
10. **NON-DISCRIMINATION:** Membership in the cooperative is limited to humans; however, membership shall be available without discrimination based on a person's sexual orientation, age, sex, race, creed, color, marital status, familial status, physical or mental disability, or national origin.
11. **DISSOLUTION:** The Cooperation may be dissolved in the manner provided by law. In the event of liquidation or dissolution of the Cooperative, all debts, liabilities, and obligations shall first be paid according to their respective priorities. After payment of all Cooperative debts, liabilities and obligations, remaining assets shall be distributed proportionally to members based on the amount of the membership fee they have paid but in any event not in an amount exceeding the membership fee they have paid. Any remaining assets shall be distributed to one or more cooperative corporations.
12. **AMENDMENT:** These Articles may be amended in accordance with ORS 62.555 – ORS 62.570.
13. **REGISTERED AGENT:** The name and address of the initial registered agent is Rick Hazard, 42164 N Fork Hubbard Creek Road, Port Orford, Oregon 97465.

The foregoing Articles of Incorporation have been prepared and subscribed to this 25th day of October, 2012 by the incorporators:

_____, Incorporator
Sheila Oberg

_____, Incorporator
Kean Fleming

_____, Incorporator
Mike Murphy

_____, Incorporator
Rick Hazard

_____, Incorporator
Nancy Dowdy

_____, Incorporator
Karen Cooley Jennings

_____, Incorporator
Bill Dooley

Name of person to be contacted to resolve questions with this filing:

Tad Everhart

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