

NONPROFIT  
ARTICLES OF INCORPORATION  
OF  
THE BAKER COUNTY LIBRARY FOUNDATION, INC.

ARTICLE I

The name of this corporation is THE BAKER COUNTY LIBRARY FOUNDATION, INC. and its duration shall be perpetual.

ARTICLE II

(Amended 10/20/94 – See Amendment Section)

The purposes for which the corporation is organized are:

- A. To promote the mission of the Baker County Public Library as An educational institution within the meaning of Section 501(c)(3) of the Internal Code of 1954, as amended;
- B. To assist in financing the development, promotion and use of library services, and the provision of goods and services such as buildings, facilities, equipment, monies, and other real and personal property, over and above the annual operating budget of the District;
- C. To assist conduct and/or sponsor programs, campaigns and/or other activities designed to increase public awareness of the library, its services and its needs, and through such activities, encourage financial support of the programs leading to the furtherance of these purposes within Baker County, Oregon;
- D. (skipped)
- E. To receive, whether by way of outright, limited or conditional gifts, or grants in trust, intervivos or by way of testamentary devises, bequests or grants in trusts, or otherwise, property of all kinds, including both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry out the purposes of this corporation; and
- F. To engage in any lawful activity recognized in ORS 65, provided, however, none of such activities shall be fore profit or violate the exclusively charitable purposes for which the corporation is formed as defined in and pursuant to Section 501(c)(3) of the Internal Code of 1954, as amended, to wit:

ARTICLE III

The address of the initial registered office of the corporation is 2400 Resort St., Baker City, Oregon 97814, and the name of its initial registered agent at such address is Aletha Bonebrake.

ARTICLE IV

The Corporate mailing address, which shall be that of the principal office, is 2400 Resort Street, Baker City, OR 97814.

ARTICLE V

This corporation shall have no members but shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation and by the Bylaws of the Corporation.

ARTICLE VI

The provision for the distribution of assets on dissolution on final liquidation are:

- A. The corporation may be dissolved at any time by a unanimous vote of the entire Board of Directors at a meeting for which thirty (30) days prior written notice of consideration of such action shall be duly given.
- B. After paying, or making provision for the payment of, all liabilities of this corporation, all remaining assets shall be distributed by the Board of Directors to the Baker County Library District, if it exists, otherwise, to an organization described in Section 501(c)(3) of the Internal Code of 1954, as amended, or to a governmental entity; provided, however, such organization or entity shall provide the same of similar services or have the same or similar purposes of this corporation.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is eight (8). The names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified area as follows:

Frances Burgess	1075 11 <sup>th</sup> Street	Baker City, OR
Edna Harrell	Rt. 1 Box 51	Baker City, OR
Ada McMillan	2605 Main Street	Baker City, OR
James Monroe	1950 Place Street	Baker City, OR
Joyce Richmond	Rt. 1 Box 118	Baker City, OR
John Rogers	3480 Eighth Drive	Baker City, OR
Aletha Bonebrake	2347 Campbell Street	Baker City, OR

ARTICLE VIII

Each director named has consented to this appointment.

ARTICLE IX

This corporation shall defend, indemnify and hold harmless every director or officer against liability and against expenses, including attorney fees, reasonably incurred by such person in connection with any action, suit or proceeding to which such person may be made a party by reason of his or her being or having been a director or officer of this corporation, except in relation to matters as to which this person shall be finally adjudged in such action, suit or proceeding to have been guilty of gross negligence or institutional misconduct. The foregoing rights shall be in addition to other rights to which this person may be entitled, under any law, bylaw, agreement or otherwise.

ARTICLE X

The name and address of the incorporator is:

Frances Burgess 1075 11th Street Baker City OR 97814

Executed by: Frances Burgess	<u>Frances Burgess</u>
Edna Harrell	<u>Edna Harrell</u>
Ada McMillan	<u>Ada M. McMillan</u>
John Rogers	<u>John Rogers</u>
Joyce Richmond	<u>Joyce Richmond</u>
James Monroe	<u>James Monroe</u>
Aletha Bonebrake	<u>Aletha Bonebrake</u>

Dated this 7<sup>th</sup> day of April, 1993.

The person to contact regarding this filing is:  
Aletha Bonebrake  
(503) 523-6419

## AMENDMENTS


### 1. Amendment to Article II:

In addition to the text of Article II as adopted 7 April 1993, the following is incorporated therein:

“This organization is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Code.”

“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 Section 501(c)(3) of the Internal Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).”

Adopted this 20<sup>th</sup> day of October, 1994 by the Board of  
Directors of the Baker County Library Foundation, Inc..

  
Joyce Richmond, Secretary