

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
HOOD RIVER SADDLE CLUB  
A NONPROFIT PUBLIC BENEFIT CORPORATION**

The undersigned directors of the above named corporation, hereby adopt the following Amended and Restated Articles of Incorporation.

**ARTICLE I**

The name of the corporation is Hood River Saddle Club, and its duration is perpetual.

**ARTICLE II**

The corporation is a public benefit corporation.

**ARTICLE III**

The corporation is organized and operated exclusively for purposes permitted by §501(c)(4) of the Internal Revenue Code of 1986, as amended. These purposes include the maintenance and operation a not for profit facility to promote equine activities; to disseminate information among people who are interested in horses, mules and donkeys; to encourage the ownership of equines; to cooperate with other equine organizations in all matters relating to the ownership, care, training and enjoyment of equines; to sponsor or facilitate functions related to the sport; and generally to encourage all responsible equine activities. The corporation may apply in the future for treatment as a charity under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV**

Notwithstanding any other provision of these Articles of Incorporation, the corporation may not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under IRC §501(c)(3) and (b) by a corporation contributions to which are deductible under IRC §§170(c)(2), 2055(a)(2), and 2522(a)(2). No part of the net earnings of the corporation may inure to the benefit of any member, shareholder or individual. No substantial part of the activities of the corporation may consist of carrying on propaganda, or otherwise attempting, to influence legislation, except as may be permitted under IRC §501(h), and the corporation will not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office.



## **ARTICLE V**

Upon the dissolution or final liquidation of the corporation, and after the payment or provision for payment of all the liabilities of the corporation, the remaining assets of the corporation will be distributed to such organization or organizations that are then described in IRC §§501(c)(3), 170(c)(2), 2055(a)(2), and 2522(a)(2) and/or to the United States or any state for exclusively public purposes as the board of directors determines.

## **ARTICLE VI**

The corporation does have members. The criteria and procedures for admission to membership and the rights and obligations of members will be as set forth in the corporation's bylaws.

## **ARTICLE VII**

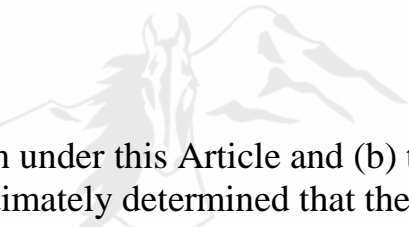
The original Articles of Incorporation state that they may be amended "in the manner now or hereafter prescribed by law". This amendment and restatement is adopted by the Directors whose names and signatures appear below.

## **ARTICLE VIII**

No director or uncompensated officer will be personally liable to the corporation for monetary damages for conduct as a director or an officer unless the Oregon Nonprofit Corporation Act prohibits eliminating or limiting the liability of a director or an officer for the particular act or omission. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted will affect the liability of a director or an officer for any act or omission that occurs before the effective date of the amendment.

## **ARTICLE IX**

The corporation will indemnify to the fullest extent not prohibited by law any current or former director or officer of the corporation who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (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. The corporation will pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (a) the person's good-faith belief that the person



is entitled to indemnification under this Article and (b) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the corporation's obligation to indemnify any person will have any effect on such obligation for any act or omission that occurs before the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article will not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members, or other document or arrangement.

**ARTICLE X**

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, or the Oregon Nonprofit Corporation Act will be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

DATED: July 14<sup>th</sup>, 2015.

Greta Hein  
Greta Hein, President, Director

Dana Baker  
Dana Baker, Treasurer, Director

Helen Hansen  
Helen Hansen, Director

Myra Birkett  
Myra Birkett, Director

Barbara Winans  
Barbara Winans, Director

Ken Hansen  
Ken Hansen, Vice-President, Director

Carin Agren  
Carin Agren, Director

Kurt Osborne  
Kurt Osborne, Director

Eloise Russel  
Eloise Russel, Secretary, Director