

One or more natural persons of the age of 18 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of Incorporation.

Nonprofit

FILE NO. 120921

# Articles of Incorporation

OF

CROOKED RIVER RANCH WATER COMPANY

**FILED**  
 IN THE OFFICE OF THE CORPORATION  
 COMMISSIONER OF THE STATE OF OREGON  
 APR 27 1977  
 FRANK J. HEALY  
 CORPORATION COMMISSIONER

The undersigned natural person(s) of the age of eighteen years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is Crooked River Ranch Water Company

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS 61.071.)

and its duration shall be perpetual

ARTICLE II The purpose or purposes for which the corporation is organized are:

The corporation is organized for the purpose of providing domestic and irrigation water to portions of Crooked River Ranch, a duly recorded subdivision in Deschutes County, Oregon, and other adjacent properties that may be developed by Crooked River Ranch, a limited partnership. This corporation is also organized for the purpose of obtaining a tax exemption.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 81"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The address of the initial registered office of the corporation is \_\_\_\_\_

1044 NW Bond Street Bend, Oregon 97701  
(Street and Number) (City and State) (Zip)

and the name of its initial registered agent at such address is Neil R. Bryant

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is

three, and the names and addresses of the persons who are to serve as directors until the first  
(At least three)

annual meeting or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
	<small>(Street and Number) (City and State) (Zip)</small>
<u>W.R. McPherson</u>	<u>5201 University Way, NE, Seattle, WA 98105</u>
<u>Robert Lord</u>	<u>5201 University Way, NE, Seattle, WA 98105</u>
<u>Murdock D. McPherson</u>	<u>5201 University Way, NE, Seattle, WA 98105</u>
_____	_____
_____	_____

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

00 ARTICLE V The name and address of each incorporator is:

1963  
APR 27-77

Name	(Street and Number)	Address (City and State)	(Zip)
Gerald A. Martin	1044 NW Bond Street	Bend, Oregon	97701
Neil R. Bryant	1044 NW Bond Street	Bend, Oregon	97701
Robert S. Lovlien	1044 NW Bond Street	Bend, Oregon	97701

ARTICLE VI The provisions for the distribution of assets on dissolution or final liquidation are:

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer or private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, trustee, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. If the corporation should be dissolved, said system shall revert to Crooked River Ranch, a limited partnership.

ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.)

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

*Gerald A. Martin*  
\_\_\_\_\_  
Gerald A. Martin  
*Robert S. Lovlien*  
\_\_\_\_\_  
Robert S. Lovlien

*Neil R. Bryant*  
\_\_\_\_\_  
Neil R. Bryant

Dated April 27, 1977

File with Corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.

SP-22583-814

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

120921-10

CROOKED RIVER RANCH WATER COMPANY  
ARTICLES OF AMENDMENT

FILED  
IN THE OFFICE OF THE SECRETARY  
OF STATE OF THE STATE OF OREGON  
JUN 28 1991  
CORPORATION DIVISION

I.

Names of the Corporation prior to Amendment: CROOKED RIVER RANCH WATER COMPANY.

II.

The following Articles are added as additional Articles and included as Articles of Incorporation:

A. Any member who withdraws or is terminated shall be entitled to received he equitable interest in the Corporation and said interest shall not be forfeited.

B. All funds accumulated in the Corporation that are not necessary to meet current losses and operating expenses, shall be retained only to the extent of this Corporation's reasonable needs for normal business purposes, which shall include but not be limited to, retiring indebtedness, expansion of the water delivery system, improvement of the water delivery system, maintaining reserves for construction and replacement of existing service lines, pumps, water storage facilities, or other anticipated capital improvements. Funds in excess of reasonable need, shall be distributed to the members in proportion to the amount of business provided the members with the Corporation.

C. The Corporation shall maintain records that show the amount of business done by each member on the basis of its annual accounting period and of each member's rights and interest in the assets of the Corporation.

D. Upon the dissolution of the Corporation, if the Corporation has gains from the sale of an appreciated asset, it shall distribute to the extent practical, the gains as well as other funds, to all persons who were members during the period and time which the asset was purchased and owned by the Corporation in proportion to the amount of business done by such members during that period.

III.

In no event shall the By-Laws or Articles of this Corporation allow one person to act as a majority and under no circumstances shall one person constitute a majority for the purposes of the By-Laws of this Corporation.

These Articles of Amendment were adopted by the majority of directors in office at a meeting held on the 18 day of JUNE, 1991.

Deeb Braxler  
Title: President

Person to contact about this filing:

DAVID C. GLENN  
Attorney for this Corporation  
406 Fifth Street

06229100701 501.115

BLC  
6-28-91

-1- CROOKED RIVER RANCH WATER COMPANY  
ARTICLES OF AMENDMENT

GLENN, SITES & REEDER

ATTORNEYS AT LAW

406 Fifth Street, Madras, OR 97741 Ph. (503) 475-2272  
Fax: (503) 475-3944

ATTACHMENT 1

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<u>Robert Lord</u>	<u>5201 University Way, NE, Seattle, WA 98105</u>
<u>Murdock D. McPherson</u>	<u>5201 University Way, NE, Seattle, WA 98105</u>



<u>Name</u>	<u>Address</u> (Street and Number)	<u>Address</u> (City and State)	<u>(Zip)</u>
James V. Hurley	1044 NW Bond Street	Bend, Oregon	97701
Neil R. Bryant	1044 NW Bond Street	Bend, Oregon	97701
Robert S. Lovlien	1044 NW Bond Street	Bend, Oregon	97701

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

James V. Hurley

Neil R. Bryant

Robert S. Lovlien

Dated April 19, 1977

File with Corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.