

JUL 22 1994

NONPROFIT PUBLIC BENEFIT CORPORATION
 ARTICLES OF INCORPORATION OF
 THE ARCHAEOLOGICAL SOCIETY OF CENTRAL OREGON

SECRETARY OF STATE

The undersigned, a natural person of the age of 18 years or more, acting as incorporator under the Oregon Nonprofit Corporation Act, ORS Chapter 65 (the "Act"), adopts the following Articles of Incorporation:

ARTICLE I

Name; Duration; Public Benefit Corporation

The name of the corporation shall be The Archaeological Society of Central Oregon, and its duration shall be perpetual. This corporation is a public benefit corporation.

ARTICLE II

Purpose and Powers

2.1 The corporation is organized exclusively for charitable, scientific, literary, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation the purpose of providing educational and interpretation opportunities to the general public about the history and prehistory of the Pacific Northwest and Great Basin generally, and of Central Oregon specifically, promoting the preservation and protection of this history and prehistory, participating in approved research projects on it and providing input to public agencies on policies pertaining to its protection, preservation and interpretation.

2.2 The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Act, as amended from time to time, provided that such activities are consistent with the purposes of the corporation set forth in Section 2.1 and the restrictions and limitations on the corporation set forth in Article III of these Articles of Incorporation.

ARTICLE III

Restrictions

3.1 Nonprofit Status. The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to reimburse the expenses of its Directors in accordance with the Bylaws of the Corporation, and to make payments and

distributions in furtherance of the purposes of the corporation and subject to the limitations of this Article III.

3.2 Distributions; Dissolution. No Director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all of the liabilities of the corporation, all remaining assets of the corporation shall be distributed by the Board of Directors, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to an organization that then qualifies for exemption under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or to the federal government or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Deschutes County, Oregon, exclusively for such purposes or to such an exempt organization or organizations as such Court shall determine.

3.3 Prohibited Activity.

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise except as may be permitted to organizations qualified for exemption under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. The corporation shall not, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities which characterize it as an "action" organization within the meaning of the code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding section of any future tax code, or (iii) by a corporation exempt from the Oregon Corporation Excise Tax under ORS 317.080, as amended, or corresponding section of any future Oregon tax code.

ARTICLE IV

MEMBERS

The corporation shall have members whose qualifications and rights shall be set forth in these Articles of Incorporation and the Bylaws of the Corporation. The members shall be entitled to vote for the Board of Directors and officers as provided in these Articles of Incorporation and Bylaws of the corporation. Notwithstanding the foregoing, the members shall not be entitled to vote on the amendment of these Articles of Incorporation, except that the members may vote upon an amendment to Articles II, III, IV, V and VI.

ARTICLE V

BOARD OF DIRECTORS

5.1 Composition of the Initial Board.

The number of Directors constituting the initial Board of Directors of the corporation is four. The names and addresses of the persons who are elected to serve as Directors until the first annual meeting of the members of the corporation or until their successors are elected are:

Tom Pilling	1541 SW Canyon Drive Redmond, Oregon 97756
George Poetschat	13255 SW Glenhaven St. Beaverton, Oregon 97005
Leslie Hickerson	PO Box 132 Crescent, Oregon 97733
Arlie Holm	20889 Knott Road Bend, Oregon 97702

5.2 Composition of the Regular Board

The Board of Directors of the corporation shall consist of regular members of the corporation plus one professional in the fields of archaeology, anthropology or historic preservation. The Board shall consist of a number not less than nine and not more than twelve, the specific number to be set by resolution of the Board of Directors.

5.3 Selection of Directors.

All Directors, but the professional, shall be elected by the members at the annual meeting of the members. The professional

shall be appointed by the elected board. The Directors shall serve for one year terms or until their successors may be elected, with the exception of whoever is elected as the vice-president who will serve on the Board for three years and the initial president who will serve on the Board for two years. Also, three members at large will be elected to the Board for staggered terms of one, two and three years.

ARTICLE VI

Bylaws

The Board of Directors shall adopt, and shall have the power to amend or repeal, the Bylaws of the corporation, by a two-thirds majority vote. The members may also amend the Bylaws by a two-thirds majority vote of those who are voting on the amendment.

ARTICLE VII

Limitation of Director Liability

To the fullest extent that the Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors and "Uncompensated Officers" (as defined in the Act), a Director or an Uncompensated Officer of this corporation shall not be liable to this corporation for monetary damages for conduct as a Director or an Uncompensated Officer. Any amendments to or repeal of this Article or the Act shall not adversely affect any right or protection of a Director or Uncompensated Officer of this corporation for or with respect to any acts or omissions of any such Director or Uncompensated Officer occurring prior to such amendment or repeal.

ARTICLE VIII

Indemnification

To the fullest extent not prohibited by law, the corporation: (i) shall indemnify any person 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 or uncompensated officer of this corporation, and (ii) may indemnify any person 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 this corporation), by reason of the fact that the person is or was an uncompensated officer, employee or agent of this corporation, or a fiduciary (within the meaning of the Employee Retirement Income Security Act

of 1974), with respect to any employee benefit plan of this corporation, or serves or served at the request of this corporation as a Director or officer of, or as a fiduciary (as defined above) of an employee benefit plan of, another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for the indemnification of Directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of members or Directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of this corporation.

ARTICLE IX

Initial Registered Agent

The name and street address of the corporation's initial registered agent shall be:

Arlie Holm
Central Oregon Environmental Center
16 NW Kansas
Bend, Oregon 97701

ARTICLE X

Mailing Address

The mailing address that the Corporation Division may use for mailing notices to the corporation and which is the principal office of the corporation, is:

Central Oregon Environmental Center
16 NW Kansas
Bend, Oregon 97701

ARTICLE XI

Incorporator

The name and address of the incorporator is:

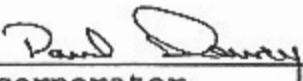
Paul Dewey
Karnopp, Petersen et al.
1201 NW Wall Street
Bend, Oregon 97701

ARTICLE XII

Amendment of Articles

These Articles may be amended only if such amendment is approved by (i) two-thirds of the Board of Directors, or (ii) in the case of an amendment to Articles II, III, IV, V or VI, two-thirds of those members who vote on the amendment.

The undersigned has obtained the consent of each individual elected to serve as director in Article 5.1 herein. The undersigned incorporator hereby executes these Articles of Incorporation, this 8th day of JULY 1994.



Incorporator

Person to contact about this filing:

Paul Dewey
Karnopp, Petersen et al.
1201 NW Wall Street
Bend, Oregon 97701
(503) 382-3011