

Department of Commerce
Corporation Division

Certificate of Incorporation

OF

OREGON GOLF COURSE SUPERINTENDENT'S ASSOCIATION

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

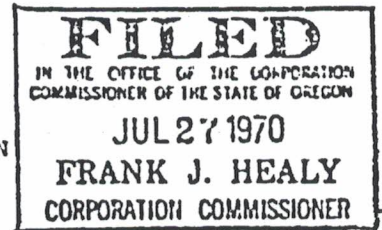
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 27th day of July, 1970.



Frank J. Healy
Corporation Commissioner

By Helen Krueger
Chief Clerk

FILE NO. 90332



ARTICLES OF INCORPORATION
OREGON GOLF COURSE SUPERINTENDENT'S ASSOCIATION
A NON-PROFIT CORPORATION

The undersigned natural person over the age of twenty-one years, acting as an incorporator under the Oregon Non-Profit Corporation Law, for the purpose of forming a corporation pursuant to such Law, adopts the following Articles of Incorporation and certifies:

ARTICLE I

The name of this corporation is OREGON GOLF COURSE SUPERINTENDENT'S ASSOCIATION. The corporation shall commence business with the filing of this certificate and its duration shall be perpetual.

ARTICLE II

Section 1: The objects of this Association shall be:

(a) To consider and deal by all lawful means with common problems of the members of this association such as those involving labor management, budgetary items, contracts, ethics, and any other subjects relating to golf course operations and professional turf management.

(b) To cooperate with other like associations and organizations.

(c) To do anything necessary and proper for the accomplishment of any objects herein set forth or which shall be recognized as proper and lawful objectives of associations, all of which shall be consistent with the public interest, as well as in the interest of this Association.

Section 2: In furtherance of these purposes and objectives, but not in limitation thereof, the Association shall have power:

(a) To promote the collection and dissemination of scientific and practical knowledge relating to turfgrasses and other landscape materials.

(b) To improve and enhance the prestige and efficiency of its members.

(c) To foster and promote sound and equitable employment relations policies.

(d) To further training and education of those connected with or desirous of becoming affiliated with the industry.

(e) To cooperate with educational institutions and other agencies in the development and operation of turf management educational programs.

(f) To afford the manufacturers of materials or equipment used in the growing of turfgrasses and other ornamental landscape plants an opportunity to introduce and demonstrate their products.

(g) To sponsor an annual meeting or meetings devoted to the exchange and presentation of information that will aid in the improvement of turfgrass culture and the above purposes.

(h) Notwithstanding anything hereunto the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in ORS 317.080 (7 and Section 5 of 1 (c) of the Internal Revenue Code and applicable regulations of the same now exist or as they may be hereafter amended from time to time.)

ARTICLE III

Section 1: The membership of this Association shall be limited to those persons whose interest and problems are related to professional turf management. These members shall be classified as regular, associate and honorary.

(a) A regular member shall be one who at the time of filing an application for membership is actively engaged as a golf course superintendent or turf manager for parks, cemeteries, schools, or other agency responsible for the establishment and maintenance of fine turf grass.

(b) Associate members shall be those persons not qualifying for regular membership, but who are interested in the industry by reason of sales or production of turf oriented supplies, equipment, seed, or sod.

(c) Honorary members shall be those persons selected by the organization who have performed outstanding work in turf culture, research, teaching, or have contributed meritorious service to the organization.

Section 2: Unless otherwise specifically provided in the by-laws, all voting rights of this Association shall be vested in the regular members. The associate and honorary members shall have no voting rights in the Association nor be eligible to hold any elective office in this Association, but shall be entitled to all other benefits of membership, including serving on committees, or in the capacity of committee chairmen. There shall be no voting by proxy.

ARTICLE IV

These by-laws may be repealed or amended, or new by-laws may be adopted at any meeting, regular or special, of the membership by a majority vote, or by a two-thirds vote of the Board of Directors at any special or regular meeting, provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least thirty (30) days prior to the date of the meetings.

ARTICLE V

The association is not organized for pecuniary profit. No part of the income of receipts or assets of the Association shall inure to the benefit of any private member or individual, no part of the Association's activities shall involve carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate in, or intervene in, any political campaign on behalf of any candidate for public office. On dissolution of the

Association, any assets remaining shall be, after the payment of all debts and obligations of the Association, exclusively used for or distributed to a charitable organization or political subdivision qualifying as an exempt and charitable organization within the intendment of Section 501 (c) of the Internal Revenue Code of 1954 and its regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE VI

The name of the initial registered agent and the address of the initial registered office of the corporation is Byron Reed, 9817 E. Burnside, Portland, Oregon 97214.

ARTICLE VII

The number of directors constituting the initial and subsequent Board of Directors is ten, consisting of the president, first vice-president, second vice-president, secretary-treasurer, immediate past president as Chairman of the Board and five directors elected from the membership. The names and addresses of the persons who are to serve as directors until the first annual meeting of the members, or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
President Frank Zook	Willamette Valley Country Club 2396 N.E. Country Club Drive Canby, Oregon 97013
1st Vice President Richard Schwabauer	1100 S.E. Waverly Drive Portland, Oregon 97222
2nd Vice President Richard Flutter	174 S. W. Boones Ferry Rd. Lake Oswego Country Club Lake Oswego, Oregon 97034
Secretary-Treasurer Byron Reed	9817 East Burnside Portland, Oregon 97214
Immediate Past President R. W. (Dick) Malpass	880 Sovern Lane Junction City, Oregon 97448
Board Member and Director Thomas Keel	Route 1, Box 20 Roseburg, Oregon 97470
Board Member and Director John Zciler	2450 Pioneer Pike Eugene, Oregon 97401
Board Member and Director Gene Russell	Box 458 Creswell, Oregon 97426
Board Member and Director Charles Nolan	Green Meadows Golf Club 7705 N.E. 72nd Avenue Vancouver, Washington 98662
Board Member and Director Harvey Junor	Portland Golf Club 6585 S.W. Scholles Ferry Road Portland, Oregon 97225

ARTICLE VIII

The name and address of the incorporator is Kenneth A. Holmes, Lawyer,
695 Ferry Street S.E., Salem, Oregon.


DATED: May 29, 1970.



Kenneth A. Holmes

STATE OF OREGON)
) ss.
County of Marion)

I, MAURINE ORR, Notary Public for Oregon, hereby certify that on the
29th day of May, 1970, personally appeared the above-named before
me, who being by me first duly sworn, declared that he is the person who
signed the foregoing document as the incorporator and that the statements
therein contained are true.



Notary Public for Oregon
My Commission Expires: 5/20/73