

AMENDMENTS TO THE
ARTICLES OF INCORPORATION
ASHLAND PARKS FOUNDATION, a Nonprofit Corporation
September 2010

The Board of Trustees of the Ashland Parks Foundation makes the following amendments to the Articles of Incorporation of the Ashland Parks Foundation. Words underlined are added and words ~~lined through~~ are deleted.

Article 4, Sections 1 and 2, are amended to read as follows:

1. Use the property of the foundation for benevolent and charitable purposes, within the meaning of ORS 307.130, by furthering the improvement, development and establishment of public parks and programs within or around the City of Ashland, Oregon for the benefit of the general public in a manner consistent with the purposes and limitations set forth in these articles.
2. Acquire or sell or exchange real property or any interest therein and receive money, gifts, legacies, and devises of real or personal property to be used for the public parks and programs within the area described in the above paragraph and to use such property, or the proceeds thereof, for the purposes and limitations set forth in these articles.

Article 5 is amended to read as follows:

ARTICLE 5 - GOVERNANCE

The affairs of the Foundation are operated, supervised, and controlled by a board of trustees consisting of five members. ~~Two trustees~~ One trustee shall be ~~persons a~~ person, who, when appointed, ~~are commissioners~~ is a commissioner on the City of Ashland Parks and Recreation Commission ("the Commission"), ~~one shall be the Director of the Ashland Parks and Recreation Department ("the Parks Director")~~ and ~~two~~ four shall be appointed by the ~~Commission~~ board of trustees in accordance with qualifications specified in the bylaws of the Foundation.

Article 6 is amended to read as follows:

ARTICLE 6 - BOARD OF TRUSTEES, INITIAL AND OTHERWISE, TERMS

The number of trustees constituting the initial board of trustees of the Foundation are three, and their names, addresses and the initial term of persons who are to serve as initial trustees are:

NAME:	ADDRESS:	INITIAL TERM:
1. Allen Alsing	970 Walker, Ashland, OR 97520	To annual meeting, 1999
2. Robert Malone	47 Granite, Ashland, OR 97520	To annual meeting, 1998
3. Ken Mickelsen	340 S. Pioneer, Ashland OR 97520	While Parks Director

For the two trustees to be appointed by the Commission as provided in Article 5, one shall serve for a term expiring at the annual meeting in 1997 and one shall serve for a

term expiring at the annual meeting in 1996. At the annual meeting of the board of trustees, any trustee whose term has expired, shall be replaced by a trustee ~~with a four year term~~ appointed by the board of trustees for a four year term. In the event a trustee resigns during the term or otherwise leaves or is removed from office, the person who replaces such trustee shall be appointed in accordance with procedures specified in the bylaws of the Foundation. The maximum continuous service for any trustee will be two four-year terms, plus any unexpired term of three years or less to which that trustee may have been appointed.

Notwithstanding the previous paragraph, the trustees serving on the board as of September 2010 shall be considered duly appointed and serving in compliance with these Articles. The terms for these trustees and their eligibility for reappointment for a second four-year term shall be as follows:

Position	Term Expires	Eligible for Reappointment for Term Expiring:
1. Park Commissioner	Annual meeting 2011	Annual meeting 2015
2. Trustee	Annual meeting 2013	Annual meeting 2017
3. Trustee	Annual meeting 2013	No reappointment
4. Trustee	Annual meeting 2014	Annual meeting 2018
5. Trustee	Annual meeting 2012	Annual meeting 2016

Article 9 is amended to read:

ARTICLE 9 - AMENDMENT

These articles of incorporation may be amended, altered, repealed or suspended by the board of trustees ~~with the approval of the Commission.~~

This amendment is approved by the Board of Trustees on this _____ day of _____, 2010. The corporation has no members therefor approval of the members is not required.

President

Secretary

Approval of the amendment by the Ashland Parks and Recreation Commission, which approval was obtained on this _____ of _____, 2010.

Chair, Ashland Parks and Recreation Commission