**Articles of Incorporation of the Shasta Rowing Association**

**I.** The name of this Corporation is the SHASTA ROWING ASSOCIATION.

**II.** (a) This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for educational and charitable purposes.

(b) The specific purpose of this Corporation is for the education in the art of rowing so as to promote the health and well being of the community, particularly the youth, by offering educational rowing programs. In order to accomplish this specific purpose, the Corporation will also raise money by way of donations from the public.

(c) The Corporation will also promote orderly and sportsmanlike competition

(d) The Corporation is also empowered to raise funds by membership subscription or otherwise for the encouragement and education of amateur rowing and the financial support of rowing teams, and to grant commensurate rights and privileges to members and subscribers, and to acquire, own, buy, sell, lease, mortgage and otherwise manage personal or real property suitable for all of the above stated purposes.

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in activities that in themselves are not in furtherance of the purpose set for in (b) above.

**III.** The name and address in the State of California of this Corporation’s agent for service of process is: Reese B. Crenshaw, 9595 Swede Creek Road, Palo Cedro, California 96073.

**IV.** This Corporation is organized and operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No part of this Corporation’s activities shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including publishing or distributing of statements) on behalf of any candidate for public office or for or against any measure submitted to the people for a public referendum. This Corporation shall not carry on any activities not permitted to be carried on by: (a) a Corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3), or (b) a Corporation contributions to which are deductible under Internal Revenue Code section 170(c)(2).

**V.** (a) The property of this Corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any president, director, officer or member thereof or to the benefit of any private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II hereinabove.

(b) Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for public and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Such distribution shall comply with California Corporations Code section 6710 through 6718, or such successor statutes as may be in effect at the time of dissolution.

**VI.** The number, qualifications, terms of office, manner of elections, time and place of meeting, and powers and duties of the Board of Directors shall be prescribed by the Bylaws of the Corporation.

**VII.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative or investigative (other than an action by or in the right of the Corporation) by reason of or arising from the fact that he or she is or was a Director of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, partner or trustee of any other Corporation, partnership, joint venture, trust or other enterprise , against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding if (i) he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, did not know his or her conduct was unlawful, or (ii) his or her act or omission giving rise to such action, suit or proceeding is ratified, adopted or confirmed by the Corporation or the benefit thereof received by the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, did not know that his or her conduct was unlawful, and settlement shall not constitute any evidence of any of the foregoing. There shall be no indemnification if the Director or person shall be adjudged in any action, suit or proceeding to be liable for his or her gross negligence or intentional misconduct in the performance of his or her duties. This indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise.

**VIII.** The Directors of the Corporation shall not be personally liable for conduct as Directors except that this provision shall not eliminate or limit the liability of the president or directors for the following:

1. Any breach of the president or directors duty of loyalty to the Corporation
2. Any act or omission not in good faith or which involves intentional misconduct or knowing violation of law
3. Any unlawful distribution
4. Any transaction from which the president or directors derived an improper personal benefit

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 3, 2017

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Lou Zimmer, President Reese B. Crenshaw, Director