

EXHIBIT A1

RESTATED NONPROFIT ARTICLES OF INCORPORATION OF OREGON TILTH INC.

Pursuant to the Oregon Nonprofit Corporation Act (the Act), the Board of Directors adopts the following Restated Articles of Incorporation, which shall supersede the previous articles of incorporation and all amendments thereto:

ARTICLE 1 NAME

The name of the corporation is OREGON TILTH INC. (the Corporation), and its duration shall be perpetual.

ARTICLE 2 PURPOSES AND POWERS

The Corporation is organized and shall be operated exclusively for educational and research purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). References to Sections of the Code shall be construed to include corresponding Sections of any future federal tax code.

The Corporation's specific purposes include, but are not limited to, supporting and promoting biologically sound and socially-equitable agriculture.

In furtherance of the foregoing purposes, and subject to the restrictions set forth in Article 3 below, the Corporation shall have and may exercise all the rights and powers of nonprofit corporations organized under the Act.

ARTICLE 3 RESTRICTIONS

The Corporation is intended to qualify as a tax-exempt organization described in Section 501(c)(3) of the Code, which is not a private foundation as described in Section 509 of the

Code. Notwithstanding any other provision of these articles, the Corporation shall not engage in any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Without limiting the generality of the foregoing, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE 4 MEMBERS

The Corporation is a public benefit corporation. It has one class of Members. The Members shall vote only on the following issues: (i) the election of directors; (ii) any amendment to these Articles or Bylaws that changes the rights of the Members; (iii) a transfer of substantially all of the corporate assets; (iv) a merger; and (v) a dissolution.

**ARTICLE 5
DIRECTORS**

The governing body of the Corporation shall be a Board of Directors. The Board of Directors shall be constituted and have such powers as are provided in the Corporation's Bylaws and the Act.

**ARTICLE 6
DISSOLUTION**

Upon the dissolution or final liquidation of the Corporation, and after the payment or provision for payment of all of the liabilities of the Corporation, all of the remaining assets shall be distributed to one or more tax exempt organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, selected by the Board of Directors. Any assets not disposed of by the Board of Directors shall be disposed of by the court that has general jurisdiction for the county in which the principal office of the Corporation is then located, exclusively to one or more organizations as said court shall determine, which are at such time exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE 7
LIMITATION OF LIABILITY**

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no director or officer of the Corporation shall be liable to the Corporation for monetary damages for conduct as a director or officer occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this Article unless the change in

the law specifically requires such reduction or elimination. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- A. Any breach of the director's or officer's duty of loyalty to the Corporation;
- B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. Any unlawful distribution;
- D. Any transaction from which the director or officer derived an improper personal benefit; and
- E. Any act or omission in violation of Sections 65.361 to 65.367 of the Act.

**ARTICLE 8
INDEMNIFICATION**

To the fullest extent permitted by the Act, as it exists on the date hereof or is hereafter amended, the Corporation:

- A. Shall indemnify any person who was, is, or is 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 (i) he or she is or was a director or an officer of the Corporation, or (ii) served at the Corporation's request as a director or officer of another nonprofit corporation or enterprise, or (iii) served at the Corporation's request as a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974) with respect to any employee benefit plan of the Corporation, or (iv) serves or served at the request of the Corporation as a director, officer, employee, or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

B. Shall pay for or reimburse the reasonable expenses incurred by a director or an officer in any matter described above in Article 8(A) in advance of final disposition of the proceeding. The indemnification and advancement of expenses provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors, or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

The indemnification and advancement of expenses provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

**ARTICLE 9
REGISTERED AGENT**

The name of the Corporation's registered agent is Christopher Schreiner. The address of the registered office, which is identical to the registered agent's business office, is 2525 SE 3rd Street, Corvallis, OR 97333.

**ARTICLE 10
NOTICES**

The mailing address and principal office address of the Corporation, to which the Secretary of State may mail notices, is 2525 SE 3rd Street, Corvallis, OR 97333, Attention: Christopher Schreiner.

Adopted _____, 2016

Lynn Youngbar, President