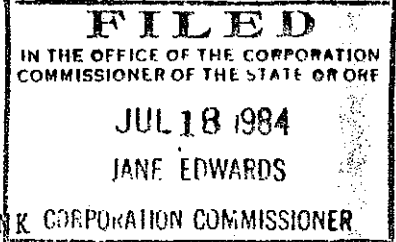


Nonprofit

ARTICLES OF INCORPORATION
OF

KLAMATH - LAKE COUNTIES FOOD BANK CORPORATION



The undersigned natural persons of the age of eighteen years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of incorporation:

ARTICLE I: The name of this corporation is KLAMATH - LAKE COUNTIES FOOD BANK and its duration shall be PERPETUAL.

ARTICLE II: The purpose or purposes for which the corporation is organized are:

1. to engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to chapter 61 of Oregon Revised Statutes;

2. to collect and distribute food from a variety of sources for those with emergency food needs;

3. in order to accomplish this purpose, donations of food and money will be solicited from churches, businesses, organization, and individual in the community. The corporation will also cooperate with other food banks and Oregon Food Share.

4. all workers shall be volunteers and shall not receive reparation for work done.

ARTICLE III: The address of the initial registered office of the corporation is 2261 South Sixth, Klamath Falls, Oregon, 97601, and the name of its initial registered agent at such address is D.L. Hoots.

ARTICLE IV: The number of directors constituting the initial board of directors of the corporation is NINE. The names and address of the persons who are to serve as directors until the first annual meeting or until their successor are elected and shall qualify are:

Sam Rutledge	1505 Patterson	Klamath Falls, Oregon, 97601
Donald E. Inman	St. Rt. Box 100	Chemult, Oregon, 97731
Mike O'Brien	1003 Upham Street	Klamath Falls, Oregon, 97601
Barbara Billings	115 Pine Street	Klamath Falls, Oregon, 97601
Nora Baber	1020 Pine	Klamath Falls, Oregon, 97601
C. Zon Gerbert	1940 Lawrence	Klamath Falls, Oregon, 97601
J.I. Brewer	3926 Crest Street	Klamath Falls, Oregon, 97601
Larry McKinney	403 Pine Street	Klamath Falls, Oregon, 97601
Van Bolton	P.O. Box 141	Keno, Oregon 97601

Neil H. Fawcett
Barbara Handley

ARTICLE VI: The provisions for the distribution of assets on dissolution or final liquidation are:

In the event of the dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intentment of Section 501 (c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

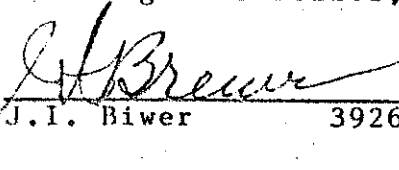
This corporation is organized exclusively for religious, charitable, scientific, literary, or education purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

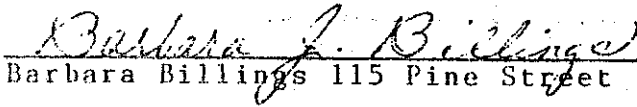
Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.


This organization is not organized for profit, and no party of the net earning shall inure to the benefit of any private shareholder.

ARTICLE VII: Provision for the regulation of the internal affairs of the Corporation are in the By-Laws. These will be submitted as voted upon by the Board of Directors of Klamath - Lake Counties Food Bank.

We the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.


 J.I. Biber 3926 Crest Klamath Falls, Oregon 97601


 Barbara Billings 115 Pine Street Klamath Falls, Oregon 97601


 C. von Gerbert 1940 Lawrence Klamath Falls, Oregon 97601

Dated July, 2, 1984

File with corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.

ARTICLE ONE
OFFICES

The principal office of the corporation shall be located at 2261 South Sixth, Klamath Falls, Oregon, 97601. The corporation may have such other offices within the state of Oregon as the board of directors may determine from time to time.

ARTICLE TWO
MEMBERS

Members shall consist of any person who participates in Klamath - Lake Counties Food Bank and the Oregon Food Share program.

ARTICLE THREE
MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING An annual meeting of the members shall be held during the month of January of each year.

Section 2. OTHER MEETINGS Special meetings may be called by a majority of the Board of Directors.

Section 3. NOTICE OF MEETINGS Notice of meetings shall be by public service announcements through local media not less than two weeks before the meeting is to be held.

Section 4. PURPOSE OF MEETING To introduce new officers of the Board of Directors, review the past years events, review any policy changes, and review the finances and budget of the corporation.

ARTICLE FOUR
BOARD OF DIRECTORS

Section 1. GENERAL POWERS The affairs of the corporation shall be managed by the Board of Directors.

Section 2. NUMBER AND TENURE The number of the Board of Directors shall consist of not less than seven (7) and no more than thirteen (13). Board of Directors terms shall be three (3) years with the terms staggered so that one third of the board retires annually beginning the first year this corporation.

Section 3. REGULAR MEETINGS A regular meeting of the Board of Directors shall be held without any other notice than this bylaw after the annual meeting of the members. Meetings shall be held quarterly. Notice of meetings shall not be less than seven (7) days before the meeting by either phone or mail. The Board of directors may provide, by resolution, the time and place for holding additional regular meeting without other notice than such resolution.

Section 4. QUORUM A quorum shall consist of fifty one (51%) percent of the Board of Directors.

Section 5. BOARD DECISIONS The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. VACANCIES Any vacancy occurring in the Board of Directors and or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 7. EXECUTIVE COMMITTEE The executive committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and other committee chairpersons as decided upon by the Board of Directors. The executive Committee shall conduct such business as decided upon by resolution of the Board of Directors.

Section 8. GIFTS The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

Section 9. COMPENSATION Directors as such shall not receive any stated salaries for their service, but by resolution of the Board of Directors may reimburse for any expenses incurred while attending to the affairs of the corporation.

ARTICLE FIVE COMMITTEES

Section 1. COMMITTEES OF DIRECTORS The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation: but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or the person by law.

Section 2. STANDING COMMITTEES The Standing Committees of the Board of Directors shall be: the Nominating Committee; to fill the vacancies of the Board of Directors and propose the officers for the following year: the Budget, Finance, and Auditing Committee; to manage the financial matters and to report to the Board of Directors and the Membership: Bylaws Committee; to propose changes in the bylaws to the Board of Directors and the Membership.

Section 3. OTHER COMMITTEES Other committees not having and not exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present. Except as otherwise

provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the corporation shall be served by such removal.

ARTICLE SIX FISCAL MANAGEMENT

Section 1. FISCAL YEAR The fiscal year of the corporation shall be the calendar year to begin on the first day of January and to end the last day of December.

Section 2. AUDIT The Board of Directors shall appoint persons to assist the Budget, Finance and Audit Committee for an annual review of the books and then to report to the membership at the annual meeting.

Section 3. CONTRACTS The board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 4. CHECKS, DRAFTS, OR ORDERS All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation. Persons responsible for signing for funds of the corporation shall be determined to be bondable for the safety of such funds for the corporation.

Section 5. DEPOSITS All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE SEVEN AMENDMENTS OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least thirty (30) days' written notice given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or by vote of the members at any regular or special meeting or as the case may be.