

ARTICLES OF INCORPORATION
The Rogue Valley Growers & Crafters Market

1) NAME

The name of the Corporation is the Rogue Valley Growers & Crafters Market. RVGCM is a mutual benefit corporation and its duration is perpetual.

2) ADDRESS FOR MAILING NOTICES

The address of the registered office of the Corporation is PO Box 4041, Medford, Oregon 97501. Unless otherwise notified, this is address where the Corporation Division may mail notices.

3) MISSION

The purpose of this corporation is to engage in any lawful activity for which the corporation may be organized under Chapter 65 governing nonprofit corporations, and specifically includes the following:

- a) To provide members with facilities, sites and services that will enable them collectively to promote and market their agricultural and craft products directly to the public.
- b) To educate the public about agricultural commodities and offer consumers a special market wherein they may obtain quality fresh produce and unique handcrafts directly from the producer.
- c) To provide members a forum for gathering and disseminating information that will educate and assist them in developing agricultural and marketing expertise.
- d) To encourage young people to become farmers and to develop their interest in both modern and ancient farm or craft techniques.
- e) To support public activities intended for the general betterment of agriculture in Jackson County, Oregon and surrounding counties.

4) MEMBERSHIP

- a) The qualifications for membership will be in one of the following categories:
 - i) Part-time or full-time person farming, growing or ranching in Jackson or Josephine County, Oregon, or in Siskiyou County, California.
 - ii) Part-time or full-time food processor in Jackson or Josephine County, Oregon, or in Siskiyou County, California. All processed foods will be juried and then voted on by the Board of Directors.
 - iii) Part-time or full-time person crafting in Jackson or Josephine County, Oregon or in Siskiyou County, California. All crafts will be juried and then voted on by the Board of Directors.
 - iv) Others on an individual annual basis as approved by two-thirds of the Board of Directors.
- b) Membership requires payment of an annual fee, which is reviewed annually by the Board of Directors and ratified by a simple majority vote of the members.

- c) A meeting of the membership will be held annually during the month of November for the purposes of electing a Board of Directors and approving the budget.

5) BOARD OF DIRECTORS

The business of this organization shall be conducted by an elected nine (9) member Board of Directors, consisting of no fewer than six (6) growers/farmers/ranchers. The qualifications, powers and duties of directors shall be as prescribed by the Bylaws of the Corporation.

6) POWERS AND LIMITATIONS

The personal liability of each member of the Board of Directors, each uncompensated officer, and each member of the corporation, for monetary or other damages, for conduct as a director, officer, or member shall be eliminated to the fullest extent permitted by current or future law.

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

7) DISTRIBUTION OF EARNINGS AND ASSETS

In the event of dissolution of this Corporation or in the event it shall cease to carry out the objectives and purposes herein set forth, all the assets of the Corporation shall be applied and distributed as follows:

- a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged or adequate provisions shall be made therefore.
- b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- c) All remaining assets shall be distributed to a nonprofit corporation as may be selected by the Board of Directors of the Corporation.

8) AMENDMENT TO THESE ARTICLES

No change may be made to these Articles of Incorporations without the consent of two-thirds of the membership present at an appropriately noticed membership meeting.

No final action on an amendment to the Articles of Incorporation shall be taken at a meeting at which the amendment is presented. An amendment shall be presented to the Membership at least one meeting in advance of a vote on the amendment.

9) EXECUTOR

The undersigned executor states that I have examined this document and, to the best of my knowledge, it is accurate and complete.