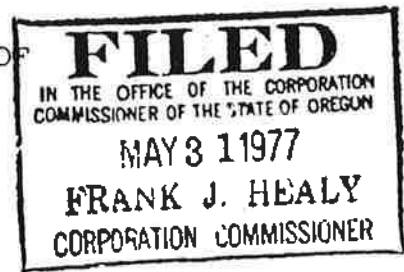


ARTICLES OF INCORPORATION OF
THE OREGON COUNTRY FAIR
A Nonprofit Corporation



I, the undersigned natural person over eighteen years of age, acting as incorporation under Chapter 61 of the Oregon Revised Statutes, adopt the following Articles of Incorporation:

I.

The name of this nonprofit corporation is THE OREGON COUNTRY FAIR and its duration shall be perpetual.

II.

The corporation is organized to promote cultural activities as well as any other lawful purpose, none of which is for profit.

III.

The address of the initial registered agent of the corporation is 1628 East 19th Street, Eugene, Oregon 97403 and the name of the registered agent at that address is Jill Heiman.

IV.

The number of the initial Board of Directors shall be six whose names and addresses are as follows:

Nancy Albro, 1436 West 10th, Eugene, Oregon
Sandra Bauer, 2445 Floral Hill Drive, Eugene, Oregon
Jack Delay, 1708 Alder, Eugene, Oregon 97401
Mary Cay Leibig, 362 Water Street, Springfield, Ore 97477
John Sundquist, 62 North Lawrence, Eugene, Oregon 97402
William Wooten, 1155 Norkenzie, Eugene, Oregon 97401

V.

No part of the net earnings of the corporation shall inure to the benefit of any private individual except that the corporation

may pay reasonable compensation for services rendered for the benefit of the corporation.

VI.

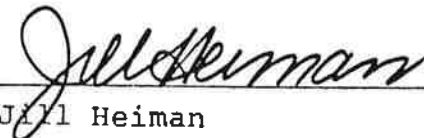
Upon dissolution, after paying all the liabilities of the corporation, the Board of Directors shall distribute any assets remaining to such organization or organizations qualified as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code.

VII.

The name of the incorporator signing these Articles of Incorporation is Jill Heiman, 1628 East 19th Street, Eugene, Oregon 97401.

IN WITNESS WHEREOF, I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing document and to the best of my knowlege and belief it is true, correct, and complete.

DATED this 15 day of May, 1977.



Jill Heiman

ARTICLES OF AMENDMENT OF
THE OREGON COUNTRY FAIR
A Non Profit Corporation

FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
APR 18 1980
FRANK J. HEALY
CORPORATION COMMISSIONER

The following Articles of Amendment were adopted at a duly held meeting of the Board of Directors of the Oregon Country Fair on the 13 day of April, 1980 where the Board of Directors unanimously approved the amendments herein. There are no members with voting rights in the corporation.

I.

Article II is amended to read:

The corporation is organized exclusively for charitable, educational or other purposes within the scope of section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code.

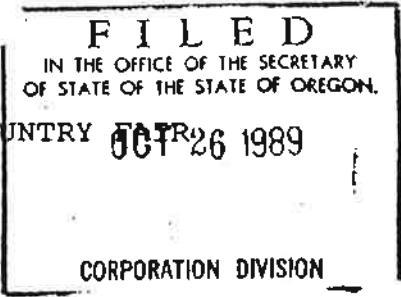
WHEREFORE, I the undersigned officer of the Oregon Country Fair, do certify under penalties of perjury that the information contained herein is true to the best of my information and belief.

DATED this 13 day of April, 1980.

Amy J. Daykin
(~~President~~, vice President
or secretary)

Ronald W. Chase
Treasurer

121556-10



ARTICLES OF AMENDMENT OF THE OREGON COUNTRY FAIR
 A Non Profit Corporation

The following Articles of Amendment were adopted at a duly held meeting of the Board of Directors of the Oregon Country Fair on the 2nd day of October 1989.

I.

Article II is amended to read:

The corporation is a public benefit corporation, organized exclusively for charitable, educational or other purposes within the scope of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from the Federal income tax under section 501 (c)(3) of the Internal Revenue Code.

II.


Article VIII is added:

The corporation shall have members entitled to vote annually for the election of the Board of Directors and any other matter which, under the terms of Chap. 1010 Oregon Laws 1989, requires a vote of the members. No part of the net earnings of the corporation shall inure to the benefit of any member except as is set out in Article V above.

*10/26/89
 RL*

WHEREFORE, I the undersigned officer of the Oregon Country Fair, do certify under penalties of perjury that the information contained herein is true to the best of my information and belief.

DATED this 10 day of October, 1989.



President

Norma Sax

Secretary



FILED
NOV 30 1992
Secretary of State

Registry Number:

121557-11

ARTICLES OF AMENDMENT

Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to the amendment:

The Oregon Country Fair

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read.

3. The amendment(s) was adopted on October 20, 19 91. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against
All	1,387	1,387	321	114

Execution:

Daniel Dillon
Signature

Daniel Dillon
Printed name

President
Title

Person to contact about this filing:

Russell D. Poppe
Name

(503) 683-5656

Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, Business Registry, 158 12th Street NE, Salem, Oregon 97310-0210.

12/550/0

ARTICLES OF AMENDMENT OF THE OREGON COUNTRY FAIR
A Nonprofit Corporation

2. Article IX is added as follows:

The right of members, members' agents or attorneys to inspect or copy the membership list of The Oregon Country Fair is abolished. Members may mail communications to other members through The Oregon Country Fair at the expense of the member making the request, in accordance with the Bylaws of the corporation.

