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Form **990**
Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)
▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011Open to Public
Inspection**A For the 2011 calendar year, or tax year beginning , and ending****B** Check if applicable

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization**Western Lane Community Foundation**

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

P.O. Box 1589

Room/suite

City or town, state or country, and ZIP + 4

Florence**OR 97439****F** Name and address of principal officer**D** Employer identification number**23-7438503****E** Telephone number**541-997-1274****G** Gross receipts \$ **-56,462****H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website: **wlcf@oregonfast.com****H(c)** Group exemption number ▶**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation**M** State of legal domicile **OR****Part I Summary**

Activities & Governance

1 Briefly describe the organization's mission or most significant activities**Improve life in Western Lane County****2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.**3** Number of voting members of the governing body (Part VI, line 1a)**3** **9****4** Number of independent voting members of the governing body (Part VI, line 1b)**4** **9****5** Total number of individuals employed in calendar year 2011 (Part V, line 2a)**5** **0****6** Total number of volunteers (estimate if necessary)**6** **0****7a** Total unrelated business revenue from Part VIII, column (C), line 12**7a** **0****b** Net unrelated business taxable income from Form 990-T, line 34**7b** **0**

Revenue

8 Contributions and grants (Part VIII, line 1h)

Prior Year

Current Year

100,363 **51,288****9** Program service revenue (Part VIII, line 2g)**0** **0****10** Investment income (Part VIII, column (A), lines 3, 4, and 7d)**114,581** **61,741****11** Other revenue (Part VIII, column (A), lines 5-6d, 8c, 9c, 10c, and 11e)**446,339** **-176,167****12** Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)**661,283** **-63,138**

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)**330,270** **300,664****14** Benefits paid to or for members (Part IX, column (A), line 4)**0** **0****15** Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)**0** **0****16a** Professional fundraising fees (Part IX, column (A), line 11e)**0** **0****b** Total fundraising expenses (Part IX, column (D), line 25) ▶ **0****17** Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)**64,731** **77,071****18** Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)**395,001** **377,735****19** Revenue less expenses Subtract line 18 from line 12**266,282** **-440,873**

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

Beginning of Current Year

End of Year

5,199,357 **4,758,484****21** Total liabilities (Part X, line 26)**0** **0****22** Net assets or fund balances Subtract line 21 from line 20**5,199,357** **4,758,484****Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign
Here

Signature of officer

SANDRA K. Buch

Type or print name and title

Executive Director

Date

5/10/12

Paid

Print/Type preparer's name

Rodney M. McCulloch

Preparer's signature

Rodney M. McCulloch CPA

Date

05/08/12Check ☐ if

self-employed

PTIN

P00068157Preparer
Use Only

Firm's name

Holloway & Associates, LLC, CPA's

Firm's EIN ▶

20-1567266

Firm's address

1625 12th Street

Phone no

541-997-3434

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2011)

DAA

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SCANNED JUN 25 2012

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission**Improve life in Western Lane County****2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ **287,036** including grants of \$ **274,744**) (Revenue \$)
Grants to local non-profit organizations based on formal applications.

4b (Code:) (Expenses \$ **90,699** including grants of \$ **25,920**) (Revenue \$)
Scholarships awarded to students based on applications.
Paid from Endowment Funds.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **377,735**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-chantable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O		X

Part V **Statements Regarding Other IRS Filings and Tax Compliance**
Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country. See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		X
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		X
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a	9		
1b	9		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8a	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		X
12a	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12b	Did the organization have a written conflict of interest policy? If "No," go to line 13		X
12c	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
13	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
14	Did the organization have a written whistleblower policy?		X
15a	Did the organization have a written document retention and destruction policy?		X
15b	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
16a	The organization's CEO, Executive Director, or top management official		X
16b	Other officers or key employees of the organization		X
16a	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **OR**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► **Sandra Buch** **PO Box 1589**

Florence**OR 97439****541-997-1274**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Raymond Mans Board Member	5.00							0	0	0
(2) Daniel Gilday Board Member	5.00							0	0	0
(3) Judy Matheny Board Member	5.00							0	0	0
(4) Dee Osborne Board Member	5.00							0	0	0
(5) Rick Cox Board Member	5.00							0	0	0
(6) Sandra Buch Exec Direct	10.00	X						0	0	0
(7) Vicki Sieber-Benson President	5.00			X				0	0	0
(8) Gayle Waiss Secretary	5.00			X				0	0	0
(9) Roger McCorkle Treasurer	5.00			X				0	0	0
(10) Julie Ellingson Vice President	5.00			X				0	0	0
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	51,288			
	g Noncash contributions included in lines 1a-1f	\$				
	h Total. Add lines 1a-1f		51,288			
Program Service Revenue		Busn. Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		61,741	61,741		
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less: rental exps					
	c Rental inc or (loss)					
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less: cost or other basis & sales exps					
	c Gain or (loss)					
	d Net gain or (loss)					
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a	6,650			
	b Less: direct expenses	b	6,676			
	c Net income or (loss) from fundraising events		-26			-26
	9a Gross income from gaming activities See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Busn. Code				
11a Other income		251	251			
b Unrealized (loss) OCF Endowmt		-176,392	-176,392			
c						
d All other revenue						
e Total. Add lines 11a-11d		-176,141				
12 Total revenue. See instructions		-63,138	-114,400	0	-26	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	274,744	274,744		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	25,920	25,920		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	1,700	1,700		
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	255	255		
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	3,360	3,360		
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	197	197		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Management Fees	64,779	64,779		
b Office Supplies	1,231	1,231		
c Special Projects	1,130	1,130		
d Insurance	1,125	1,125		
e All other expenses	3,294	3,294		
25 Total functional expenses. Add lines 1 through 24e	377,735	377,735	0	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	74,338	1	43,653
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a		
	b Less accumulated depreciation	10b		
			10c	
	11 Investments—publicly traded securities	5,125,019	11	4,714,831
	12 Investments—other securities. See Part IV, line 11.		12	
	13 Investments—program-related. See Part IV, line 11.		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11.		15		
16 Total assets. Add lines 1 through 15 (must equal line 34).	5,199,357	16	4,758,484	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D.		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.		25	
	26 Total liabilities. Add lines 17 through 25.	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	5,199,357	32	4,758,484
33 Total net assets or fund balances	5,199,357	33	4,758,484	
34 Total liabilities and net assets/fund balances	5,199,357	34	4,758,484	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	-63,138
2	Total expenses (must equal Part IX, column (A), line 25)	2	377,735
3	Revenue less expenses Subtract line 2 from line 1	3	-440,873
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,199,357
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	4,758,484

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b		X
2c		
3a		
3b		

SCHEDULE A
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service

Name of the organization

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011**Open to Public
Inspection****Western Lane Community Foundation**

Employer identification number

23-7438503**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).**
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) ☐ A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) ☐ A family member of a person described in (i) above?
- (iii) ☐ A 35% controlled entity of a person described in (i) or (ii) above?
- h ☐ Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	1,088,421	2,023,505	1,031,627	100,363	51,288	4,295,204
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,088,421	2,023,505	1,031,627	100,363	51,288	4,295,204
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						4,295,204

Section B. Total Support

Calendar year (or fiscal year beginning in)▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	1,088,421	2,023,505	1,031,627	100,363	51,288	4,295,204
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	109,892	159,415	87,644	52,921	67,816	477,688
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			4,275	6,510	6,901	17,686
11 Total support. Add lines 7 through 10						4,790,578
12 Gross receipts from related activities, etc. (see instructions)					12	-114,400

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	89.66%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	90.29%
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.

If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in)▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Part II, Line 10 - Other Income Detail

Other income	\$	17,686
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**SCHEDULE I
(Form 990)****Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

Department of the Treasury
Internal Revenue Service

Name of the organization

Western Lane Community Foundation**Part I General Information on Grants and Assistance**

Employer identification number

23-7438503**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.Part II can be duplicated if additional space is needed ☐☐ Yes ☒ No

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Annual Grants & Endowments								
(2) Florence Military Museum				213,981				
				60,763				
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table**3** Enter total number of other organizations listed in the line 1 table

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DAA

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1	Scholarship Awards		25,920			
2						
3						
4						
5						
6						
7						
Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.						

SCHEDULE O.
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011**Open to Public
Inspection**

Name of the organization

Western Lane Community Foundation

Employer identification number

23-7438503**Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents****Amended By laws 9/15/11****Form 990, Part VI, Line 11b - Organization's Process to Review Form 990****No review was or will be conducted.****Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation****No documents available to the public**

As amended and filed with the Secretary of State on October 10, 1995, September 15, 1997, and August 2, 2011.

NON-PROFIT
ARTICLES OF INCORPORATION
OF
WESTERN LANE COMMUNITY FOUNDATION*

We, ALBERT J. BRAUER, JOHAN MEHLUM, and HENRY JOHNSON, whose names are hereto subscribed, desiring to form a corporation under and by virtue of the Laws of Oregon, providing for the formation of non-profit corporations, do hereby associate ourselves together, and make and execute, the following Articles of Incorporation, to wit:

ARTICLE I

The name assumed by this corporation, and by which it shall be known, is "Western Lane Community Foundation*;" its duration shall be perpetual.

ARTICLE II

The object, business and pursuit of this corporation is and shall be:

To receive from gifts, bequests, devises or any other source, any property or monies for any charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

To transfer and convey to a Trustee for management purposes any property or monies received by it, and to receive from any such Trustee the income and principal of any funds held by any Trustee for the WESTERN LANE COMMUNITY FOUNDATION* TRUST;

To exercise exclusive control over the distribution of income and principal of any funds held under any trust now in existence or which may hereafter come into being and

As amended and filed with the Secretary of State on October 10, 1995 and September 15, 1997, and August 2, 2011.

which are or may be designated as WESTERN LANE COMMUNITY FOUNDATION* TRUST. Said control shall be exercised in accordance with the provisions and conditions as set forth in any such trust or trusts.

ARTICLE III

The names, and respective post offices addresses of the persons executing these Articles are:

ALBERT J. BRAUER	1576 - 12th Street Florence, Oregon 97439
JOHAN MEHLUM	777 Oregon Coast Highway Florence, Oregon 97439
HENRY JOHNSON	P.O. Box 485 Florence, Oregon 97439

Said persons shall be the governing body of this corporation until such time as their successors are appointed as provided in Article V of these Articles.

ARTICLE V

The permanent governing body of this corporation shall consist of nine members to be known as the Board of Directors. Said members shall serve for a term of three years and may be appointed to serve a second successive term but no director shall serve more than two consecutive three-year terms. Initial directors holding for staggered one or two-year terms shall not be excluded from holding two additional three year terms. The persons on the first Board of Directors appointed shall hold their positions for staggered periods as follows:

The members holding positions numbered four and five, shall hold office for a term of one year, and the persons holding positions numbered six and seven, shall hold office for a period of two years. The annual meeting of the Board of Directors shall be

As amended and filed with the Secretary of State on October 10, 1995, September 15, 1997, and August 2, 2011.

held during the first three months of each calendar year and the respective terms of the members of the Board of Directors shall be determined as appropriate by this anniversary date. The term of new members of the Board of Directors shall commence as of the official expiration date of the member replaced. The term of an expiring director shall be completed at the conclusion of the annual meeting and the new director selected shall commence his term simultaneously with the expiration of such Board member.

New board members shall be selected by consensus of the sitting board members. Effort shall be made to insure representation of different areas of western Lane County. The Board may also consider specific qualifications or areas of interest identified as being useful to the Board.

ARTICLE VI

The location of this corporation shall be at Florence, Lane County, Oregon. The address of the corporation is 1576 12th St., Florence, Oregon, and the name of the initial registered agent at said address is ALBERT J. BRAUER.

ARTICLE VII

This corporation is not organized nor shall it at any time be operated for pecuniary profit or gain, either for the corporation or any of its members; there shall be no stock, or participation certificates, and no stockholders. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county

As amended and filed with the Secretary of State on October 10, 1995 and September 15, 1997, and August 2, 2011.

in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

Date this 19th day of August 1974

Signed by ALBERT J. BRAUER, JOHAN MEHLUM AND HENRY JOHNSON.

*The name of has been changed from Western Lane County Foundation to Western Lane Community Foundation as filed with the Corporation Division of the Secretary of State on September 15, 1997.

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Western Lane Community Foundation

By laws

For the purpose of providing an orderly procedure to be followed in the functioning of the Board of Directors of WESTERN LANE COMMUNITY FOUNDATION and also to define the policy of said Board of Directors in exercise of the powers conferred upon said Board by the Articles of Incorporation of said Foundation, said Board of Directors hereby makes and adopts the following amended Bylaws of WESTERN LANE COMMUNITY FOUNDATION, to-wit:

ARTICLE I

DIRECTORS

Section 1. Failure of a director to attend three (3) consecutive meetings of the Board of Directors, without excuse by the president, shall in the discretion of the Board, be taken and considered as a resignation by such director.

ARTICLE II

OFFICERS

Section 1. The officers of the Board of Directors of this corporation shall consist of a President, Vice-president, Secretary and Treasurer. All officers shall be elected for the subsequent year at the last meeting of the year. All officers shall be directors of this corporation and if at any time an officer ceases to be a director he or she shall cease to be such officer. Vacancies in any office of this Board of Directors occurring during the year shall be filled by vote of the directors for the unexpired term.

Section 2. The President shall call to order and preside at all meetings of the Board of Directors. He or she shall from time to time appoint such committees as may be created or necessary to properly administer the affairs of the corporation.

Section 3. The Vice-President shall, in the absence or during the incapacity of the President, perform the duties of the President.

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Section 4. The secretary shall keep the minutes and a complete record of all proceedings of the Board of Directors.

Section 5. The Treasurer shall, except as otherwise directed by the Board of Directors, have the custody of all monies, funds, securities and other property of the corporation, and shall keep correct books and accounts of all receipts and disbursements of the corporation.

Accounts of every trust fund to which there is attached special provisions, conditions and directions relating to its management, control and disbursement shall be kept separately from the accounts of other trust funds.

Section 6. Upon the initial receipt of the property of every trust, the Treasurer shall make and enter upon the records of this corporation, a separate, full and complete record of such trust showing in detail all monies and other property received from gifts, bequests, devises and other sources. In every case where there is attached to said trust, provisions and condition relating to the administration of the same, the Executive Director shall enter on said records a full statement of all such provisions, conditions and other directions with reference to the administration of said trust property as set forth in the instrument evidencing said trust.

Section 7. All books of account and other records of this corporation shall at all reasonable times be open to the inspection of any director.

Section 8. All documents required to be executed by this corporation shall be executed in its corporate name and on its behalf by the President and Secretary, except when otherwise directed by the Board of Directors.

ARTICLE III

MEETINGS

Section 1. The Board of Directors shall meet monthly unless the President determines that, due to a lack of pressing business, a meeting is not required during a particular month.

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Section 2. Five (5) directors personally present at any meeting of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. If at any meeting of directors there shall be less than five (5) directors present, the number present shall have power to adjourn said meeting to such future time and place as the directors present may agree upon.

Section 3. Special meetings of the Board of Directors may be held at any time upon call of the President or upon the call of any two (2) directors. All meetings of the Board of Directors shall be held in western Lane County, Oregon, and all calls of the meetings shall state the date, time and place of such meetings.

Section 4. Notice of the date, time and place of all meetings shall be sent by the President to each director by email, using the most recent email address supplied by the board members. The President may delegate this responsibility to the Secretary or the Executive Director. If a director does not have email, that director and the President shall agree on another method of giving the director notice of the date, time and place of meetings.

The presence of a director at a meeting shall constitute a waiver of notice by him or her.

Section 5. Each director present at any meeting shall be entitled to one vote and a majority of all directors present at a meeting on any question shall be necessary to pass the question voted upon, except on a vote to amend or alter or repeal these Bylaws. Directors may not vote by proxy.

ARTICLE IV

DEPOSITORY OF FUNDS

Section 1. All funds including certificates of deposit belonging to or under the control of this corporation shall be kept on deposit in a bank or banks insured by FDIC or in other institutions as approved by the Board of Directors in the name of WESTERN LANE COMMUNITY FOUNDATION. All funds shall subject to withdrawal only upon a check signed by any two (2) officers of the Board of Directors or by one officer and the Executive Director of the Foundation unless specifically exempted by action of the Board of Directors.

Funds under the management of a trustee shall be deposited and withdrawn as provided in the trust agreement.

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Section 2. A trust to be eligible to receive and hold property or money or management purposes under the provision of Article II of the Articles of Incorporation of WESTERN LANE COMMUNITY FOUNDATION must be a corporation actively engaged in the transaction of trust business under the provision of the laws of the State of Oregon and/or the laws of the United States.

In transferring property to a trustee for management purposes the Board of Directors is authorized to assent to such terms and conditions as are usually and commonly required by said trustee in similar transactions.

ARTICLE V

STATEMENT OF POLICY

Section 1. When any property is given to this corporation to be held in trust and administered upon specific provisions, conditions and directions set forth in the trust instrument creating said trust, it will be the policy of this Board of Directors, in every such instance, scrupulously to manage, control and administer said trust strictly in accordance with said provisions, conditions and instructions.

Section 2. The Board of Directors, however, reserves the right to decline in the first instance, to accept or undertake the management, control and administration of any trust when and if, in the opinion of the Board of directors, it appears at the time said property is offered to this corporation, that the observance of the provisions, conditions and directions attached to said trust, are impracticable or impossible of execution by this corporation, or are not in harmony or consistent with the objects, business and pursuit for which this corporation is organized as set forth in the Articles of Incorporation.

Section 3. If at any time in the opinion of the Board of Directors, it appears that the expressed purpose of any trust the administration of which has been undertaken by this corporation and/or any provisions, conditions and directions connected therewith, have become impracticable, undesirable, unnecessary or impossible of fulfillment, or if the object to which the income of any trust is required to be paid or applied, have become non-existent or obsolete, then in every such case, notwithstanding said provisions, conditions, and directions, the Board of Directors shall modify said purposes, conditions and instruction to such extent as may be necessary to render the fulfillment thereof practicable, desirable, necessary or possible and thereafter administer said trust accordingly.

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Provided, however, if in the judgment of the Board of Directors a modification is not deemed adequate or practicable to reasonably meet the situation, then and in every such event the Board of Directors may disregard said provisions, conditions and directions and thereafter control and administer said trust for civic, charitable, educational or scientific purposes.

In every instance, however, whether of modification or of disregard of provisions, conditions and instructions imposed on a trust the Board of Directors will always endeavor to administer every trust in a manner intended to accomplish as nearly as may be the purposes and objectives of the donor from whom such trust is received.

Section 4. All properties received by this corporation from gifts, bequests, devises or from any other source where no provisions, conditions, or directions for the disposal, management or control thereof are contained in the trust instrument under which the same is created, will be held, managed, controlled, allocated and disbursed for civic, charitable, educational or scientific purposes.

Section 5. The Foundation makes grants under guidelines adopted and review periodically by the Board of Directors.

ARTICLE VI

STAFF

Section 1. The Board of Directors, may from time to time, engage an Executive Director or such other staff as is useful in the conducting the business of the Foundation, in either a volunteer or paid capacity. Such staff shall be responsible to the Board of Directors.

The Executive Director will be, *ex officio*, a member of the Board of Directors without vote and will perform such duties as the Board of Directors outline in a written job description.

ARTICLE VII

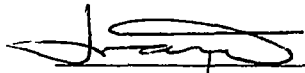
AMENDMENTS

Section 1. These Bylaws may be amended, altered or repealed, in whole or in part at a regular annual meeting or at any regularly called special meeting of the Board of Directors upon the affirmative vote of five (5) directors present at such meeting.

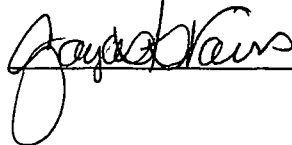
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Provided, however, if Article V of these Bylaws shall hereafter shall be amended, altered or repealed in whole or in part, no such amendment, alteration or repeal shall be deem to change or affect the provisions of said Article V as the same existed at the time any trust was accepted and the provision of Article V existing at the time of the acceptance of any such trust shall be construed as part of the provisions, conditions and directions of said trust, and said trust shall be administered the same as if subsequent amendment, alterations or repeals had not been made. This limitation may be waived if a consent to the modification is given by the person or institutions from which the original was accepted.

ADOPTED by the Board of Directors this 15th day of September 2011.



President



Secretary