

**FIRST AMENDMENT TO  
BYLAWS  
OF OUR COASTAL VILLAGE FOUNDATION, INC.**

Pursuant to Section 7 of the Bylaws of Our Coastal Village Foundation, Inc., an Oregon corporation (the "Corporation"), K. Layne Morrill, Secretary of the Corporation, hereby certifies that the following amendment was approved by a Consent to Corporation Action by Board of Directors dated November 12, 2009:

1. Section 3.1 of the Bylaws is deleted and the following is substituted therefor:

3.1 Number and Election. The initial directors are as specified in the Articles of Incorporation. Promptly following the Internal Revenue Service's recognition of the corporation's exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), the Board of Directors shall be expanded to consist of not less than five (5) nor more than seven (7) directors, as such number of directors may be fixed from time to time by the Board. All directors must be either full-time or part-year residents of the greater Yachats, Oregon, area. Except as provided in these Bylaws for the filling of vacancies, directors shall be chosen as follows:

- (a) One (1) member (two (2) if the size of the Board is seven (7) members) shall be selected from among persons nominated by the then serving Board of the Yachats Youth and Family Activities, Inc., a 501(c)(3) organization active in the greater Yachats area.
- (b) One (1) member shall be selected from among persons nominated by the then serving board of directors of View the Future, Inc., a 501(c)(3) organization active in the greater Yachats area.
- (c) Two (2) members (three (3) if the size of the Board is seven (7) members) shall be designated by the initial directors.
- (d) The remaining member(s) shall be designated by the other then serving members of the Board of Directors.

Each director shall hold office until a successor is elected and qualifies, or until such director's earlier resignation or removal. By resolution the Board of Directors may fix staggered terms for directors.

2. Except as modified herein, the Bylaws are ratified and affirmed.

IN WITNESS WHEREOF, I have hereunto set my hand on this 12<sup>th</sup> day of November, 2009.

  
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K. Layne Mofrill, Secretary