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SECRETARY OF STATE CONTRACTON DESIGN 196 12th Save NE Sales, CR 973100210

THE SPACE FOR OFFICE USE ONLY

FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON.

OCT 5 1990

CORPORATION DIVISION

Registry Ruber: 220492-86 (Office Use Only)

MATTER OF THEORETICAL HOMEOTIC COMPONENTS

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eticle 1:	Name of the corporation: Eliot	Neighborhood Association			
	Type of Composition is: (check o	no color			
reicie 2:		as cars	•		
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	Mutual Benefit	,			
	☐ Religious				
			·		
rticle 3:	Name of the initial registered agent: Steven D. Rogers				
	Residence or office address of x Oregon)	registered agent. (Mist be a st	rest address in		
	533 N.E. Brazee	Portland OREGON	97212		
	Street and Ruber	City	Zip Code		
rticle 4:	Principal office address:				
٠.	3116 N. Williams Ave.	Portland OFFGON	97227		
•	Street and Rusber or 10 Box	city	Zip Code		
rticle 5:	Indicate if Corporation will have	/e menibers:			
	Yes				
	П ио				
			٠.		
Article 6:	Distribution of assets on Dissolution or Final Liquidation:				
	See attached addendum	•			
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		•			

NP-1 (8/89) Page 1 of 2

10049001704 831.115

of Corporation: Eliot Neighborhood Association Particle 7: Name and address of each director (optional): Article 8: | Each director named has consented to this appointment. Article 9: Optional provisions: Article 10: Name and address of the incorporator: Michael Matteucci. 214 N.E. Thompson, Portland, OR 97212 Michael Matteneci Execution: // Person to contact about this filing: Robert A. Russell (503) 226-2715 Daytime phone number Name

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, 158 12th Street NE, Salem, Oregon 97310-0210. If you have any questions, please call (503) 378-4166.

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ADDENDUM TO ARTICLES OF INCORPORATION

FOR ELIOT NEIGHBORHOOD ASSOCIATION

Association (ENDA) is unable to carry out its mission and purpose, then dissolution of ENDA shall be governed by the following. Upon dissolution of ENDA shall be governed by the following. Upon dissolution of ENDA and winding up of its affairs, the Board of Directors shall designate one or more organizations, organized as tax-exempt entities as described below, to take over the affairs and assets of ENDA. The Board of Directors shall give preference to organizations which are organized and operated for purposes similar to the purpose of ENDA, and ENDA's affairs and assets shall be distributed to such organization or organizations, in such proportions as the Board of Directors shall determine, such that the spirit of ENDA is carried forward for the benefit of its membership.

"Tax-exempt organizations" are here defined to be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, which organizations are being operated exclusively for one or more tax-exempt purposes within the meaning of, and which otherwise qualify under, the provisions of said Section 501(c)(3) and the regulations pertaining thereto as said section and regulations are amended from time to time.

Submit the original and one true copy \$10.00

Registry Number:

220492



SECRETARY OF STATE Corporation Division Business Registry 158 12th Street NE Salem, OR 97310-0210 (503) 378-4166 THIS SPACE FOR OFFICE USE ONLY

FILED

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PSP3/3/

RESTATED ARTICLES OF INCORPORATION SECRETARY OF STATE Nonprofit Corporation

	PLEASE LZPE OI	RPRINTEGIBLE	IN BLACK (BK					
1. Name of the corporation prior to amendment: Eliot Neighbor hood Association								
	•							
3. A copy of the restated articles is attached.								
4. Check the appropriate statement:								
The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was								
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				
1	20	13	12	1				
Person to contact about this filing: Steven D. Rogers Charperson Printed name Printed name Title Page 1799 Name Daytime phone number Aske checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division,								
Business Registry, 158 NP-3 (5/90)	3 12th Street NE, Salem,	, Oregon 97310-0210.						
IF-3 (3/80)		0 3269	201885 831.219	18.00				

RESTATED ARTICLES OF INCORPORATION ELIOT NEIGHBORHOOD ASSOCIATION

ARTICLE I: NAME, STATUS, LOCATION, AND BOUNDARIES

Section 1: Name. The name of the organization shall be the Eliot Neighborhood Association, heseinafter referred to as ENDA, and its duration shall be perpetual.

Section 2: Status. ENDA is a Public Benefit corporation, and has members.

Section 3: Location. The registered office of ENDA shall be located at an address within the boundaries of the area known as Eliot neighborhood as defined in Article I, Section 3 of these Articles, decided upon by the Board of Directors, hereinafter referred to as the Board, of ENDA.

Section 4: Boundaries. The boundaries of the Eliot neighborhood shall be NE Broadway on the south, NE Fremont on the north, NE 7th Ave. on the east, and the Willamette River on the west.

ARTICLE II: PURPOSE

The purpose or purposes for which the Corporation is organized are:

- 1. For scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 2. To engage in any lawful activity in which a Section 501(c)(3) organization may engage and for which corporations may be organized to pursuant to Chapter 65 of Oregon Revised Statues.
- 3. To educate Eliot citizens about issues affecting the livability and quality of Eliot through meetings, newsletters and other activities (1) that provide Eliot citizens with information concerning formulation and execution of plans by various agencies (governmental, social, and private); and (2) that provide a means for input of the needs, desires and ideas of community members to various agencies.

ARTICLE III: DISSOLUTION

If at some time in the future ENDA is unable to carry out its mission and purpose, then dissolution of ENDA shall be governed by the following. Upon dissolution of ENDA and winding up of its affairs, the Board of Directors shall designate one or more organizations,

organized as tax-exempt entities as described below, to take over the affairs and assets of the ENDA. The Board of Directors shall give preference to organizations which are organized and operated for purposes similar to the purpose of ENDA, and ENDA's affairs and assets shall be distributed to such organization or organization, in such proportions as the Board of Directors shall determine, such that the spirit of ENDA is carried forward for the benefit of its numbership.

"Tax-exempt organizations" are here defined to be within meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 amended, which organizations are being operated exclusively for one ir more tax-exempt purposes within the meaning of, and which otherwise qualify pertaining thereto as said Section 501(c)(3) and the regulations time to time.

ARTICLE IV. DIRECTOR AND OFFICER LIABILITY

Section 1. No director or uncompensated officer shall be personally liable to the Corporation or to its members for monetary damages for conduct as a director or officer, except for:

- a. Any breach of the director's or officer's duty of loyalty to the Corporation;
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. Any unlawful distribution;
- d. Any transaction from which the director or officer derived an improper benefit; and
- e. Any act or omission in violation of ORS Sections 65.361 (Director conflict of interest), 65.364 (Loans to or guarantees for directors and officers), or 65.367 (Liability for unlawful distributions).
- f. Any other exceptions covered by law.

Section 2.A director or officer is not liable to the Corporation, any member or any other person for any action taken as a director or officer, if the director acted in compliance with ORS 65.357 (General standards for directors) or if the officer acted in compliance with ORS 65.377 (Standards of conduct for Officers).

Adopted by the Board, March 9, 1992

Steven D. Rogers Chairperson