

ARTICLES OF INCORPORATION

OF

NORTHWEST INDUSTRIAL NEIGHBORHOOD ASSOCIATION

We, the undersigned, all of whom are citizens of the United States and residents of Oregon, being of full age, in order to form a non-profit corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Oregon, do hereby certify as follows:

ARTICLE I

NAME AND DURATION

The name of the corporation shall be NORTHWEST INDUS-TRIAL NEIGHBORHOOD ASSOCIATION and its duration shall be perpetual.

ARTICLE II

PURPOSES

The purposes for which this corporation is organized are:

- (a) To provide a facility for education, research and exchange of information for citizens within the general area of Northwest Portland, Oregon, so that they may relate to their total environment.
- (b) To broaden channels of communication between the residents and businesses within Northwest Portland and various planning organizations in matters affecting neighborhood livability.
- (c) To assist in furthering activities and developments which will raise the level of the industrial and business activity consistent with the interest of the Portland citizenry and sound economic practices.
- (d) To do and perform all of the activities related to said aforementioned purposes.

(e) To engage in any lawful activity for which corporations may be organized under ORS Chapter 61.

ARTICLE III

EXPRESS LIMITATIONS

The powers and purposes of this corporation shall be limited as follows:

- (a) The corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c) in the Internal Revenue Code of 1954, under which the corporation chooses to qualify for exemption, as the same now exists or as it may be amended from time to time.
- (b) This corporation is formed to be not for profit and all of the income and earnings of the corporation shall be used exclusively for corporation purposes, and no part of the net income or net earnings of the corporation shall inure to the benefit of any private individual, firm, corporation, partnership or association. The corporation is and will be in no manner controlled or under the direction or act in the substantial interest of any private individual, firm, partnership or association seeking to derive profit or gain therefrom or seeking to eliminate or minimize losses and transactions therewith.
- (c) This corporation shall not participate in or intervene in any way in any political campaign on behalf of any candidate for public office.
- (d) No substantial part of this corporation's activity shall be carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IV

DISTRIBUTION ON DISSOLUTION

Upon the dissolution or other termination of this corporation, no part of the property of the corporation or any of

the proceeds shall be distributed to or inure to the benefit of any private individual, firm, corporation, partnership or association, but all such property and proceeds, subject to the discharge of valid obligations to the corporation, shall be distributed as directed by the Directors of the corporation among one or more non-profit corporations, public corporations, trusts, community chests, funds or public foundations organized and operating exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time hereafter.

ARTICLE V

REGISTERED AGENT AND ADDRESS

The address of the initial registered officer of this corporation is 1100 Yeon Building, Portland, Oregon, 97204, and the name of its initial registered agent at such address is Andrew P. Kerr.

Andrew P. Kerr.

NAME

ARTICLE VI

DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is five. The names and addresses of persons who are to serve as Directors until the first annual meeting of the Directors, or until their successors are elected and qualified, are:

ADDRESS

Paul W. Leavens	6912 S.E. Yamhill Portland, Oregon 97215
Bruce Harmon	c/o F.M.C. Corporation 4700 N.W. Front Portland, Oregon 97210
Fred Thoman	c/o N.W. Marine Iron Works 2516 N.W. 29th Portland, Oregon 97210

Dean Riemann

c/o Riemann & McKenny Inc. 3000 N.W. St. Helens Rd. Portland, Oregon 97210

Bill Myron

c/o Shell Oil Co. 5880 N.W. St. Helens Rd. Portland, Oregon 97210

ARTICLE VIII

INCORPORATOR

The name and the address of the incorporator herein

is:

Charles K. Landskroner 3308 N.W. Yeon Ave. Portland, Oregon 97210

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

DATED this 4 day of February, 1976.

CHARLES K. LANDSKRONER

STATE OF OREGON CORPORATION DIVISION 158 12TH ST. NE SALEM, OR 97310 OCT 1 0 1990

NEIGHBORS WEST ATTN JILL O'BRIEN 1819 NW EVERETT RM 204 PORTLAND OR 97209 FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON.

OCTOBER 8, 1990

NDV 08 1990

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CORPORATION DIVISION

ACTION: REINSTATEMENT

ENTITY TYPE: DOMESTIC NON-PROFIT

(831.115)

REGISTRY 4: 114131-19

RE: NORTHWEST INDUSTRIAL NEIGHBORHOOD ASSOCIATION

Please complete and return this letter and any enclosed documents so that we can file the requested reinstatement.

Please submit #91.00 to cover the fees for the requested reinstatement.

The above entity hereby requests to be active on the records of the Copporation Division. The effective date of administrative dissolution is 10/1/80. Please check one of the following:

The reason(s) for administrative dissolution has been eliminated.

____ The reason(s) for administrative dissolution did

By: Hun P. Claron

Date: 10-15-90

(Authorized Signature)

PLEASE RETURN THIS LETTER AND ALL DOCUMENTS WITH YOUR RESPONSE AS SOON AS POSSIBLE. IF WE DO NOT HEAR FROM YOU IN 45 DAYS, YOUR ACTION WILL NOT BE COMPLETED.

Document Review/Data Entry Corporation Division

(503) 378-4901, 378-4743

ENC: Duplicate Annual Report

SMK NONOTH-814200-06-87

10259001009 831.115

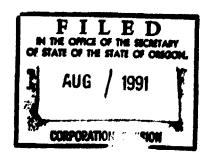
91.00

1180

Submit the original and one true copy \$10.00



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



Registry Number:

114131-19

ARTICLES OF AMENDMENT Nonprofit Corporation

	ooration prior to the a		ion	
	eet, please state the			e(s) as it is amended
	s) was adopted on _ the date of adoption	May 30 , 1991 of each amendment		e amendment was
Check the appro	priate statement:			
Membersh vote of the	ip approval was not board of directors o	required. The amer rincorporators.	ndment(s) was appro	ved by a sufficient
Membersh	ip approval was req	uired. The members	hip vote was as follo	ws:
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
two	17	17	17	0
	· ·			
xecution /	Post 2	, Robert H. Ba		
Signat	President Printed name Title			
1	~			
erson to contact al	oout this filing:	Joleen P. Classen	223-3331	
Name		Daytime phone number		

NP-2 (4/90)

GEOLGIA GELL SELVICE

10.30



ARTICLE II

The purpose for which this corporation is organized are:

- (a) To provide a facility for education, research and exchange of information for citizens within the general area of Northwest Portland, Oregon, so that they may relate to their total environment.
- (b) To broaden channels of communication between the residents and businesses within Northwest Portland and various planning organizations in matters affecting neighborhood liveability.
- (c) To assist in furthering activities an developments which will raise the level of the industrial and business activity consistent with the interest of the Portland citizenry and sound economic practices.
- (d) To do and perform all of the activities related to said aforementioned purposes.
- (e) To engage in any lawful activity for which corporations may be organized under ORS Chapter 61.
 - (f) This corporation is organized as a public benefit corporation. Amended 5/31/91

ARTICLE V

REGISTERED AGENT AND ADDRESS

The address of the initial registered officer of this corporation is 1100 Yeon Building, Portland, OR 97204 and the name if its initial registered agent at such address is Andrew P. Kerr.

The address of the current registered agent is Neighbors West/Northwest 1819 N.W. Everett #204 Portland, OR 97209 and the name of the current registered agent is Joleen P. Classen. Amended 5/31/91

ARTICLE III

EXPRESS LIMITATIONS

- (a) Members of the Board of Directors hall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors.

 Amended 5/31/91
- (b) The personal liability of a director or uncompensated officer of this corporation to the corporation or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law. Amended 5/31/91