

360898-86

ARTICLES OF INCORPORATION
OF
SOUTHWEST HILLS NEIGHBORHOOD ASSOCIATION

FILED
AUG 25 1993
Secretary of State

I, David E. Atkin, a natural person of the age of more than 18 years, and a citizen of the United States, acting as Incorporator under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation, and do hereby certify:

ARTICLE I
NAME AND DURATION

The name of the corporation is Southwest Hills Neighborhood Association and its duration is perpetual.

ARTICLE II
TYPE OF CORPORATION

This corporation is a public benefit corporation.

ARTICLE III
REGISTERED AGENT

The initial Registered Agent of the corporation is David Atkin. The address and location of the Registered Agent is 259 E. 5th Avenue, Second Floor, Eugene, OR 97401. This is the address for receipt of notices and the service of legal process and papers.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation shall be located at: 29775 Fox Hollow Road, Eugene, Oregon 97405.

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**ARTICLE V
MEMBERS**

Southwest Hills Neighborhood Association shall have members as defined in Chapter 65 of the Oregon Revised Statutes.

**ARTICLE VI
DIRECTORS**

There shall be 5 initial directors of Southwest Hills Neighborhood Association and they shall hold office until their successors are elected either at the first regular annual election of Directors or earlier if necessary to fill a vacancy. The names and addresses of persons who are the initial directors of Southwest Hills Neighborhood Association are as follows. Each director named has consented to this appointment:

Ann D. Krenek 29475 Fox Hollow Road, Eugene, Oregon 97405

Marilyn Cohen 29051 Fox Hollow Road, Eugene, Oregon 97405

Robin Winfree 29775 Fox Hollow Road, Eugene, Oregon 97405

Nancy Miller 29215 Fox Hollow Road, Eugene, Oregon 97405

Marc Shapiro 84679 Arlie Lane, Eugene, Oregon 97405

**ARTICLE VII
PURPOSE AND POWERS**

1. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted

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to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. The corporation shall have only those powers prescribed by law which are necessary and incidental to fulfilling the above-described purposes, including the following:

A. To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future federal tax code).

B. To conduct its business, carry on its operations, and have offices and exercise the powers granted by Oregon Law, or hereafter conferred by the state of Oregon, including but not limited to the power to contract, the power to buy, rent, lease, or otherwise acquire personal or real property, the power to sell, convey, or otherwise transfer or dispose of personal or real property, and the power to make capital improvements and major repairs to such physical facilities and equipment as the corporation may acquire or utilize for its purposes, whether or not such powers are enumerated in these Articles of Incorporation.

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C. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

**ARTICLE VIII
NO PRIVATE BENEFIT**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

**ARTICLE IX
NO INFLUENCING OF LEGISLATION OR POLITICAL CAMPAIGNS**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE X
DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the

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federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county 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.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by law, any person who has been made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that the person is or was a Director or Board Officer of the corporation. They shall be indemnified for all expenses and liabilities arising from such actions, suits or proceedings, whether or not still a Director or Board Officer at the time such expenses are incurred.

Provided, however, that the Board of Directors must determine in each specific case, that such indemnification is permissible because the Director or Board Officer has met the standard of conduct set forth in the relevant section of the Oregon Revised Statutes, ORS 65.391, or any future versions of those provisions. Further, indemnification is not available in connection with an action, suit, or proceeding by or in the right

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of the corporation in which the Director or Board Officer was adjudged liable to the corporation.

Further provided, however, that in the event of a settlement, the Board of Directors must approve any settlement in advance.

To the full extent permitted by law, no person who has been, is, or shall become a duly elected or appointed Director or Board Officer of the corporation shall be personally liable to the corporation for monetary damages for conduct as a Director or Board Officer, provided that the applicable standards of conduct of the Oregon Nonprofit Corporation Act are met.

**ARTICLE XII
INCORPORATOR**

The name and address of the incorporator of Southwest Hills Neighborhood Association is David E. Atkin, 259 E. 5th Avenue, 2nd Floor, Eugene, Oregon 97401.

I, the undersigned Incorporator, hereby witness and verify in duplicate the foregoing Articles of Incorporation and certify under penalty of perjury that I have examined them and that they are the accurate, complete and sole Articles of Incorporation of Southwest Hills Neighborhood Association.

Incorporator:

David E. Atkin

8-19-93
Date

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

SOUTHWEST HILLS NEIGHBORHOOD ASSOCIATION

*was administratively dissolved
on the records of the Corporation Division on*

October 17, 1997

and remains inactive as of the date of this certificate.



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

KATE BROWN, Secretary of State

By

Debra L. Virag

Debra L. Virag

August 5, 2009