

286101-86

ARTICLES OF INCORPORATION
OF
ARLINGTON HEIGHTS NEIGHBORHOOD ASSOCIATION

FILED
MAR 09 1992
SECRETARY OF STATE

I, the undersigned, David A. Lokting, being a natural person of the age of 18 years or more, in order to form a corporation under the Oregon Nonprofit Corporation Act, subscribe and verify the following Articles of Incorporation.

ARTICLE I

The name of this corporation is Arlington Heights Neighborhood Association.

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The corporation is organized and shall be operated as a charitable organization, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"). In furtherance of this purpose, the corporation shall:

- (1) Enhance the livability of the area within the AHNA boundaries by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods;
- (2) Provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood;
- (3) Perform activities related to said purposes to have and enjoy all of the powers granted and engage in any lawful activity for which corporations may be organized under ORS Chapter 65; and
- (4) Organize and operate exclusively for educational, scientific and charitable purposes only.

Notwithstanding any statement of purposes or powers aforesaid, the corporation shall not engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

Subject to the restrictions set forth in this Article III, the corporation shall have all of the rights and powers given to a nonprofit corporation under the Oregon Nonprofit Corporation Act.

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ARTICLE IV

This corporation is intended to qualify as a tax exempt organization with the meaning of IRC § 501(c)(3). The affairs of the corporation shall be conducted in such a manner as to qualify for tax exemption under that section or the corresponding provision of any future federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V

The corporation may indemnify to the fullest extent not prohibited by law any director, officer, employee or agent or former director, officer, employee or agent of the corporation, or any person who may have served at its request as a director, officer, employee or agent of another nonprofit or business corporation, against expenses and liability actually and necessarily incurred by him in connection with any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, employee or agent. This Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled, under any bylaw, agreement, general or specific action of the Board of Directors, vote of members, or otherwise.

ARTICLE VI

No director of the corporation shall be personally liable to the corporation or its members for monetary damages by reason of his conduct as director except to the extent that such elimination of liability is prohibited by the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE VII

The corporation shall have members.

(1) Eligibility. Membership in AHNA shall be open to all residents eighteen years of age or older, property owners, government agencies, business licensees and nonprofit

organizations who have been located within the boundaries of AHNA for a period of thirty (30) days or more prior to application for membership. The boundaries of AHNA shall be defined as follows: to the north, West Burnside Street; to the east and south, Washington Park; and to the west the Hoyt Arboretum.

(2) Application for Membership. Any person or entity desiring membership in AHNA shall make such application in writing as provided in the Bylaws.

(3) Existing Membership. Those persons eligible for membership who are located on November 14, 1991 within the AHNA boundaries are the existing membership of the AHNA under its former bylaws and need not submit applications for membership.

(4) Termination of Membership. Membership shall terminate when a person or entity is no longer located within the AHNA boundaries.

(5) Voting. All members shall have one vote each to be cast during attendance at any general or special meeting. One representative from each government agency, corporate or partnership business licensee, corporate or partnership property owner, and nonprofit organization located within the AHNA boundaries shall have the same privilege as the individuals mentioned above. Voting may be by voice vote or by written ballot. The voting representative of any government agency, any corporate or partnership business licensee or property owner, or any nonprofit organization shall be designated in writing by letter to the AHNA secretary or on the membership application form. Voting by proxy shall be allowed only at the annual general membership meeting, provided that the proxy is in writing and filed with the Secretary prior to or at the time of the meeting.

ARTICLE VIII

The initial registered office of this corporation shall be at 209 SW Oak, Suite 500, Portland, Oregon 97204; and the initial registered agent of the corporation at that address is David A. Lokting.

ARTICLE IX

A mailing address to which notices, as required by the Oregon Nonprofit Corporation Act, may be mailed until the principal office of the corporation has been designated in an annual report is:

David A. Lokting
209 SW Oak, Suite 500
Portland, Oregon 97204

ARTICLE X

The name and address of the incorporator are:

David A. Lokting
209 SW Oak, Suite 500
Portland, Oregon 97204

ARTICLE XI

The number of directors constituting the initial Board of Directors shall be eleven (11). Thereafter the number shall be as determined in accordance with the bylaws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of directors and until their successors shall be elected are as follows:

John Thompson
3025 SW Fairview Blvd.
Portland, Or 97201

Gordon Baker
2950 SW Bennington Dr.
Portland, Or 97201

Florence Hinchliff
2960 SW Bennington Dr.
Portland, Or 97201

Marilyn Frasca
137 SW Kingston Ave.
Portland, Or 97201

David A. Lokting
107 SW Kingston Ave.
Portland, Or 97201

Joy Arns
2905 SW Canterbury Ln.
Portland, Or 97201

Cynthia Aron
2633 SW Tichner Dr.
Portland, Or 97201

Bob Evenson
321 SW Kingston Ave.
Portland, Or 97201

Ruth Raske
208 SW Marconi
Portland, Or 97201

Lynn Fox
3344 SW Evergreen Terrace
Portland, Or 97201

Jim Gilbaugh
2902 SW Canterbury Ln.
Portland, Or 97201

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the vacancy shall be filled by the directors in accordance with the bylaws of the corporation. Each director has consented to the appointment.

ARTICLE XII

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such tax exempt organization or organizations

per phone call

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described in IRC § 501(c)(3), or corresponding provisions of any future federal tax laws, as the Board of Directors may determine.

Executed: March 3, 1992.



David A. Lokting, Incorporator

Person to contact about this filing:

David A. Lokting
209 SW Oak, Suite 500
Portland, Oregon 97204
(503) 227-1600

286101-86

STATE OF OREGON
CORPORATION DIVISION
255 Capitol St NE
Salem, Oregon 97310-1327

FILED

MAY 18 1998

OREGON
SECRETARY OF STATE

STOLL & STOLL ET AL
%LESLIE
209 SW OAK 5TH FL
PORTLAND OR 97204

APRIL 29, 1998

ACTION: REINSTATEMENT
ENTITY TYPE: DOMESTIC NON-PROFIT (831.115)
REGISTRY #: 286101-86
RE: ARLINGTON HEIGHTS NEIGHBORHOOD ASSOCIATION

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

Please submit \$50.00 to cover the fees for the requested reinstatement.

The above entity hereby requests to be active on the records of the Corporation Division. The effective date of administrative dissolution is 5/2/96 .

The reason(s) for administrative dissolution has been eliminated or did not exist.

By: [Signature] Date: MAY 2 1998
(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) 986-2200

ENC: Duplicate Annual Report

BDG
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5-18-98
RB



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
Fax: (503) 378-4381
www.sos.state.or.us/corporation/corphp.htm

Registry Number: 286101-86
Date of Incorporation: 03/09/1992
Type: DOMESTIC NONPROFIT
CORPORATION

08/27/2003

DAVID ALRED
FAX: (503) 223-5308

FILED

AUG 22 2003

OREGON
SECRETARY OF STATE

RE: ARLINGTON HEIGHTS NEIGHBORHOOD ASSOCIATION
APPLICATION FOR REINSTATEMENT AMENDED

Please complete and return this letter and any enclosed documents for filing the requested
reinstatement/reactivation.

Submit \$40.00 for the required fees.

The above entity hereby requests to be active on the records of the Corporation Division. The effective date of
administrative dissolution is 05-09-03.

The reason(s) for administrative dissolution has been eliminated or did not exist.

By: [Signature] Date: 6/27/03
(Authorized Signature) *Mark Sieben*

Any fees submitted with this document are nonrefundable and will be held for 45 days. If the document is returned for
filing within 45 days no additional fees will be due unless otherwise stated in this letter.

Business Registry
Corporation Division
(503) 986-2200

FRABRO
NONFILEABLE
08/27/2003

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NA