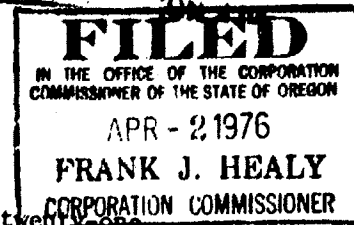


ARTICLES OF INCORPORATION  
OF  
GOOSE HOLLOW FOOTHILLS LEAGUE



The undersigned natural person, of the age of twenty-one years or more, acting as incorporator under the Oregon Non-profit Corporation Act, adopts the following Articles of Incorporation:

I

Name and Duration

The name of this corporation is the GOOSE HOLLOW FOOTHILLS LEAGUE, hereinafter referred to as the LEAGUE, the G.H.F.L., or, the CORPORATION, and its duration shall be perpetual.

II

Purposes and Powers

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

1. To provide a facility for education, research, and an exchange of information for the citizens of the Goose Hollow and Foothills neighborhood as such citizens may relate to their total environment.

2. To assist in furthering educational and social welfare activities and projects which will raise the level of the total Goose Hollow and Foothills neighborhood environment to that desired by its citizens.

3. This corporation is organized on a non-profit basis exclusively for educational, scientific, and charitable purposes only.

4. No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activity not permitted to be carried on:

- (a) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or
- (b) By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

5. This corporation in the furtherance of its specific and primary purposes as enumerated in this article shall have

and enjoy all of the powers granted, and engage in any lawful activity, none of which is for profit, for which corporations may be organized, under Oregon Revised Statutes Chapter 61.

III

Provisions in Event of Dissolution

In the event of dissolution of this corporation, after adequate provision has been made for payment of all debts and liabilities of the corporation, its remaining assets not being required by law or conditions imposed by any donor to be otherwise applied or distributed, shall be disposed of by the Board of Directors to such organization or organizations organized for purposes similar to those of this corporation and operated exclusively for educational and charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Circuit Court of Multnomah County, Oregon, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

IV

Members

1. The initial members of the corporation shall be the persons designated in these articles as the initial board of directors.

2. Every person who is, or is a representative of the employee(s) of, a resident, or a real property owner, or a business licensee, or a non-profit organization, shall be eligible for voting membership in the corporation, if such activities or rights take place within the following described property: that portion of the southwest section of the City of Portland, Oregon bounded on the South beginning at the intersection of the center line of the Stadium Freeway and S.W. 12th Avenue, southerly to S.W. Cardinell Drive, thence westerly, on S.W. Cardinell Drive to S.W. Jackson Street, thence along S.W. Jackson Street to its intersection with S.W. Vista Avenue; on the West beginning at the intersection of S.W. Jackson Street and S.W. Vista Avenue, north on S.W. Vista Avenue to S.W. Montgomery Drive, west on S.W. Montgomery Drive to the hypothetical intersection with the east boundary of Washington Park, thence along the east boundary of Washington Park to its intersection with West Burnside Street; on the North, beginning at the intersection of the east boundary of Washington Park and West Burnside Street, easterly on West Burnside Street to the center line of the Stadium Freeway; on the East, beginning at the intersection of West Burnside Street and the Center line of the Stadium Freeway, southerly along said center line to S.W. 12th Avenue.

3. There shall be only one representative eligible for membership in the League representing the employee(s) of any given person who as a resident, or a real property owner, or a business licensee, or a non-profit organization, is himself or herself eligible for League membership as provided in Section 2 of this article.

4. The voting members of the corporation shall be those persons who are eligible for membership as defined in Section 2 of this article who have applied for membership to, and been accepted by, the board of directors of the Corporation, in such manner as may be prescribed in the bylaws. The voting members of the corporation shall have the sole rights to elect and remove the board of directors, in such manner as may be prescribed in the bylaws. Voting membership shall not be conditional upon any financial contribution to the corporation.

5. Other classifications of membership may be established from time to time by the bylaws.

V

Directors

1. The number of directors constituting the initial board of directors is eleven.

The names and addresses of the persons who are to serve as the initial board of directors, until their successors are elected and shall assume office, are:

Faith Ruffing	1124 S.W. 18th, Portland, Oregon 97205
Sid Sydnor	1395 S.W. Cardinell Drive, Portland, Oregon 97201
Nancy Marshall	2030 S.W. Main, Portland, Oregon 97205
John Werneken	2343 S.W. Cedar #3, Portland, Oregon 97205
Joan Rouzie	2365 S.W. Market St. Dr., Portland, Oregon 97201
Irene Wolfson	1925 S.W. Main, Portland, Oregon 97205
Bruce Shaughnessy	1715 S.W. Market, Portland, Oregon 97201
Bud Clark	1927 S.W. Jefferson, Portland, Oregon 97201

2. The directors constituting the initial board of directors shall determine five of their number who shall serve for a term expiring when their successors are elected at the annual meeting of the corporation held in 1976, and the other six such directors shall serve until their successors are elected at the annual meeting held in 1977. Other than as stated, directors shall serve for a term of two years and until their successors are elected and assume office. The qualifications of directors are as may be prescribed in the bylaws, except that a director must be a voting member or a representative of a voting member that is not a natural person.

3. The number of directors may be increased or decreased to such odd number of directors as may be provided from time to time by amendment to the bylaws, provided that such decrease in number shall not have the effect of shortening the term of any incumbent director, and provided that the number of directors shall be not less than seven.

4. In the event of the death, resignation, or removal of a director, a successor shall be elected by a majority vote of the remaining directors, or by such other method as the bylaws may provide. A director elected to fill a vacancy shall hold office during the remainder of the term of the director succeeded. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at the annual or special meeting of the membership.

VI

Initial Registered Office  
and  
Initial Registered Agent

The address of the initial registered office of the corporation is 1802 S.W. Tenth Avenue, Portland, Oregon, 97201 and the name of its initial registered agent at such address is John A. Werneken.

VII

Incorporator

The name and address of the incorporator is John A. Werneken, 1802 S.W. Tenth Avenue, Portland, Oregon, 97201.

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: April 1, 1976

John A. Werneken

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  
**FILED**  
IN THE OFFICE OF THE SECRETARY  
OF STATE OF THE STATE OF OREGON  
OCT 10, 1990  
CORPORATION DIVISION

Registry Number:

114622-15

### ARTICLES OF AMENDMENT Nonprofit Corporation

1. Name of the corporation prior to the amendment:

Goose Hollow Foothills LEAGUE

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read.

3. The amendment(s) was adopted on August 16, 1990. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

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
<u>All</u>	<u>104</u>	<u>104</u>	<u>25</u>	<u>1</u>

Execution:

Joleen P. Classen  
Signature

Joleen P. Classen  
Printed name

Executive Director  
Title

Person to contact about this filing:

Joleen P. Classen  
Name

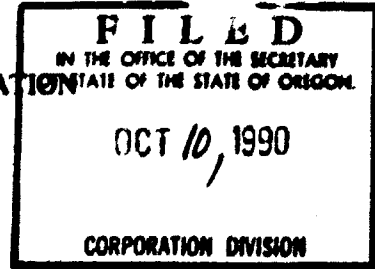
223-3331  
Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, Business Registry, 158 12th Street NE, Salem, Oregon 97310-0210.



114622-15

AMENDMENTS TO ARTICLES OF INCORPORATION  
OF  
GOOSE HOLLOW FOOTHILLS LEAGUE  
AUGUST 16, 1990



**II**  
**Purpose and Powers**

3. This corporation is organized on a non-profit basis exclusively for educational, scientific, and charitable purposes only. *This corporation is organized as a public benefit corporation.*

**IV**  
**Members**

1. **Initial Members**

The initial members of the corporation shall be the persons designated in these articles as the initial board of directors.

2. **Eligibility For Membership**

*The following persons are eligible for membership in the corporation:*

- a. *Any resident of Goose Hollow;*
- b. *Any owner of real property located in Goose Hollow;*
- c. *Any person named as a business licensee operating and located in Goose Hollow; any one business shall be limited to one voting business licensee; and*
- d. *Any person designated in writing as the sole representative of the employees of a business licensee or non-profit organization operating and located in Goose Hollow.*

*Other classifications of membership may be established from time to time by the bylaws.*

3. **Boundaries Of Goose Hollow**

*Goose Hollow means the Goose Hollow and Foothills neighborhood located on the following described property:*

*That portion of the southwest section of the city of Portland, Oregon bounded on the south beginning at the intersection of the center line of the Stadium Freeway and S.W. 12th Avenue, southerly to S.W. Cardinell Drive, thence westerly on Cardinell Drive to S.W. Jackson Street, thence along S.W. Jackson Street to its intersection with S.W. Vista Avenue; on the west beginning at the intersection of S.W. Jackson Street and S.W. Vista Avenue, north on S.W. Vista Avenue to S.W. Montgomery Drive, west on S.W. Montgomery Drive to the hypothetical intersection with the east boundary of Washington Park, thence along the east boundary of Washington Park to its intersection with West Burnside Street; on the north beginning at the intersection of the east boundary of Washington Park and West Burnside Street, easterly on West Burnside Street to the center line of the Stadium Freeway; and on the east beginning at the intersection of West Burnside Street and the center line of the Stadium Freeway, southerly along said center line to S.W. 12th Avenue.*

117

4. **Approval Of Voting Membership**

To become a voting member of the corporation, a person must:

- a. Be eligible for membership as defined in Section 2 of this Article IV;
- b. Apply in writing for voting membership to the board of directors; and
- c. Be accepted and approved for voting membership by the board of directors, in such manner as may be prescribed in the bylaws.

Voting membership shall not be conditional upon any financial contribution to the corporation.

5. **Rights of Voting Membership**

The voting members of the corporation shall have the sole right to elect and remove the board of directors, in such manner as may be prescribed by the bylaws. Each voting member shall have the right to cast one ballot in any election held to place or remove members of the board of directors.

**Section V  
Directors**

1. The number of directors constituting the current Board of Directors is fifteen.
5. "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."

**Section V/  
Initial Registered Office and Initial Registered Agent**

1. The address of the initial registered office of the corporation is 1802 S.W. Tenth Avenue, Portland, Oregon, 97201 and the name of its initial registered agent at such address is John A. Wernken. Neighbors West/Northwest, 1819 N.W. Everett, Room 204, Portland, OR 97209 is the address of the current registered office. The Registered Agent consents to this appointment.

  
\_\_\_\_\_  
Lee Weinstein, President

September 20, 1990  
Date

  
\_\_\_\_\_  
Faith Ruffing, Secretary

Aug 29, 1990  
Date



Phone: (503) 986-2200  
Fax: (503) 378-4381

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

- Corporation
- Limited Liability Company
- Limited Partnership
- Limited Liability Partnership
- Business Trust

Change of Business/Mailing Address

FILED

FEB 18 2005

OREGON  
SECRETARY OF STATE

REGISTRY NUMBER: 114622-15

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

To change the Registered Agent, use Change of Registered Agent/Address, Form 131  
To change the addresses on an Assumed Business Name, use the Amendment, Form 102

1) NAME OF ENTITY The Goose Hollow Foothills League

2) ADDRESS FOR MAILING NOTICES  
2257 NW Raleigh St  
Portland OR 97210

3) EXECUTION  
Signature: Anne Dufay  
Printed Name: Anne Dufay  
Title: Accounting Specialist  
Date: 2/17/05

4) CONTACT NAME (To resolve questions with this filing.) Anne Dufay DAYTIME PHONE NUMBER (include area code.) 503-823-4214

<b>FEES</b>
No Processing Fee

RB  
2-18