

**ARTICLES OF INCORPORATION
OF
HILLSIDE NEIGHBORHOOD ASSOCIATION
A NON-PROFIT CORPORATION**

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator under the Oregon Nonprofit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is HILLSIDE NEIGHBORHOOD ASSOCIATION and its duration shall be perpetual.

ARTICLE II.

The purposes for which the corporation is organized are:

- (a) To provide a facility for education, research, exchange of information and social welfare for citizens of the Hillside neighborhood as they may relate to their total environment;
- (b) To assist in furthering activities and projects which will raise the level of the total Hillside neighborhood environment to the point desired by the citizens; and
- (c) To do and perform all activities related to said purposes and to have and enjoy all the powers granted and to engage in any lawful purpose or act permitted by ORS Chapter 61.

ARTICLE III.

The address of the initial registered office of the corporation is 820 N.W. Culpepper Terrace, Portland, Oregon, 97210 and the name of its initial registered agent at such address is Sally C. Landauer.

ARTICLE IV.

The number of directors constituting the initial board of directors of the corporation is 17, and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

<u>Name:</u>	<u>Address</u>
David & Ann Kafoury	804 N.W. Culpepper Terrace Portland, Oregon 97210
Gino & Cathy Pieretti	3055 N.W. Cumberland Road Portland, Oregon 97210
Thomas J. & Marie Spence	2847 N.W. Westover Road Portland, Oregon 97210
Roger & Elaine Paul	2826 N.W. Fairfax Terrace Portland, Oregon 97210
Paul & Dorothy Carbon	2849 N.W. Ariel Terrace Portland, Oregon 97210
Jack & Anne Bluestein	662 N.W. Melinda Portland, Oregon 97210
William B. & Judy Campbell	2885 N.W. Shenandoah Portland, Oregon 97210
William & Carol Darcy	2816 N.W. Cumberland Road Portland, Oregon 97210
Sally Landauer	820 N.W. Culpepper Terrace Portland, Oregon 97210

ARTICLE V.

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Sally C. Landauer	820 N.W. Culpepper Terrace Portland, Oregon 97210

ARTICLE VI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Article III hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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 provision of any future United States Internal Revenue Law). Notwithstanding any other provisions of these articles, this corporation shall not, except to any

insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII.

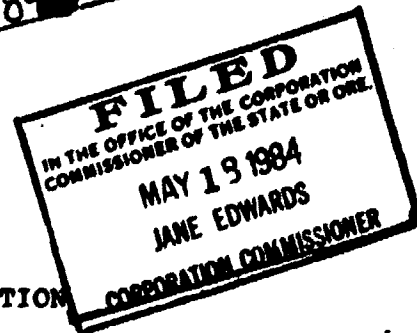
Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a 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.

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.

<u>NAME</u>	<u>ADDRESS</u>
<u>Sally C. Lonsauer</u>	<u>820 NW Culpepper Ter.</u>
	<u>Portland Oregon 97213</u>

DATED Oct 5, 1979.

FILE NO. 13989



ARTICLES OF AMENDMENT
OF
HILLSIDE NEIGHBORHOOD ASSOCIATION

Pursuant to ORS 61.370, these Articles of Amendment were adopted by the undersigned corporation:

1. The present corporate name is Hillside Neighborhood Association.

2. The following amendments to the Articles of Incorporation were adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(a) Article II is amended to read:

"The purposes for which the corporation is organized are:

(a) To operate exclusively for charitable, scientific, literary or educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1954.

(b) Within the above purpose, to provide education and to promote the social welfare of the Hillside neighborhood, lessen neighborhood tensions, and to lessen the burdens of government, by assisting in the erection or maintenance of public property in the Hillside neighborhood.

(c) To do and perform all activities related to said purposes and to have and enjoy all the powers granted and to engage in any lawful purpose or act permitted by ORS Chapter 61."

(b) Article VII is amended to read:

"Upon dissolution of the corporation, the Board of Trustees, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific 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), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a 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."

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(c) A new Article VIII is added, to read as follows:

"(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws."

The amendments were adopted at a meeting of the members on May 1, 1984, at which a quorum was present, and the amendments received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

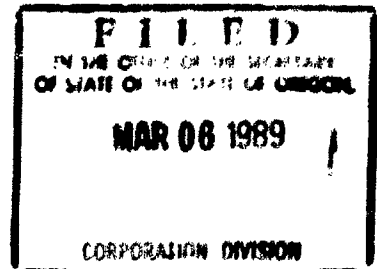
HILLSIDE NEIGHBORHOOD ASSOCIATION

By W. Mark Wheeler and Curtis R. King
Its President Its Secretary

Dated: May 1, 1984.

139 890-17

STATE OF OREGON
CORPORATION DIVISION
158 12TH ST. NE
SALEM, OR 97310



FEBRUARY 9, 1989

CAROLE PARKER
1819 NW EVERETT ROOM 205
PORTLAND OR 97209

1988

ACTION: REINSTATEMENT
ENTITY TYPE: DOMESTIC NON-PROFIT (831.115)
REGISTRY #: 139890-17
RE: HILLSIDE NEIGHBORHOOD ASSOCIATION

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

Please submit \$30.00 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 12-2-88. Please check one of the following:

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

The reason(s) for administrative dissolution did not exist.

By: *Carole Parker* Date: 2-16-89
(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

JB
NONOTH-814200-06-87

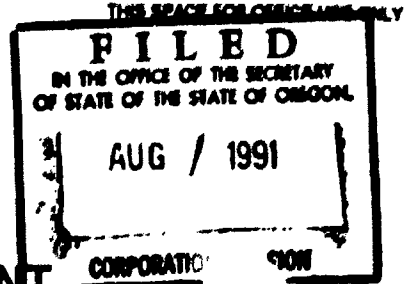
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*Step
pk*

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) 378-4168



Registry Number:

139 890-17

ARTICLES OF AMENDMENT

Nonprofit Corporation

REPEAT TYPE OR PRINT IN BOLD TYPE BLACK INK

1. Name of the corporation prior to the amendment:

Hillside Neighborhood Association

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 June 4, 1991. (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
one	20	20	20	0

Execution Gail S Parker Gail Parker President
 Signature Printed name Title

Person to contact about this filing: Joleen P. Classen 223-3331
 Name 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.

08010100011 000000 10/80 CW/8pm



**ARTICLES OF INCORPORATION
HILLSIDE NEIGHBORHOOD ASSOCIATION
ARTICLES OF AMENDMENT**

December, 1990

Article I

This corporation is organized as a public benefit corporation
Amend

Article III

Update registered address to Neighbors West/Northwest
1819 N.W. Everett #204 Portland, OR 97209 223-3331
Amend.

Article IV

Qualified Directors: Members of the Board of Directors shall 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. *Amend.*

Director Liability: 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. *Amend.*

The amendments were adopted at a meeting of the membership on June 4 1991 at which a quorum was present, and the amendments received at least two-thirds of the votes which members present or represented by proxy at such meetings were entitled to cast.

139890-17

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

FILED
JAN 02 2001

DECEMBER 19, 2000

FAX TO 503 223 5308
ATTN MARK
SALEM OR 97301

ACTION: REINSTATEMENT
ENTITY TYPE: DOMESTIC NON-PROFIT
REGISTRY #: 139890-17
RE: HILLSIDE NEIGHBORHOOD ASSOCIATION

(831.115)

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

Please submit \$30.00 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 12-30-00.

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

By: [Signature] Date: 12/19/00
(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

12270006317 30⁰⁰ - RCW
MONOTH-814200-06-87

Am
12 01