

11431  
FILED  
IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF OREGON  
MAR - 4 1976  
FRANK J. HEALY  
CORPORATION COMMISSIONER

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 INDUSTRIAL 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.

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:

<u>NAME</u>	<u>ADDRESS</u>
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.

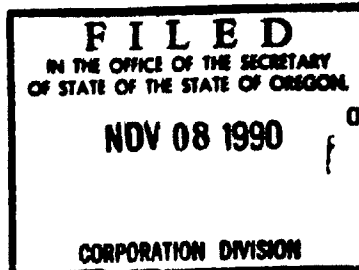
DATED this 4 day of February, 1976.

  
CHARLES K. LANDSKRONER

114131-19

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

OCT 10 1990



OCTOBER 8, 1990

NEIGHBORS WEST  
ATTN JILL O'BRIEN  
1819 NW EVERETT RM 204  
PORTLAND OR 97209

ACTION: REINSTATEMENT  
ENTITY TYPE: DOMESTIC NON-PROFIT  
REGISTRY #: 114131-19  
RE: NORTHWEST INDUSTRIAL NEIGHBORHOOD ASSOCIATION

(831.115)

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 Corporation 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 not exist.

By: *John P. Clason* 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

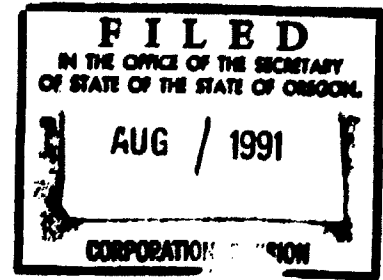
*11/80*  
*[Signature]*

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

PLEASE TYPE OR PRINT IN ALL CAPS IN BLACK INK

1. Name of the corporation prior to the amendment:

Northwest Industrial 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 May 30, 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
two	17	17	17	0

Execution

Robert H. Bay

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.

NP-2 (4/90)

SECRETARY OF STATE

10.00

aw  
8-1  
PM

## **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 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.
- (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 of 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 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. 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