

File No. 5265

State of Oregon

CORPORATION DEPARTMENT



Certificate of Filing Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That *subscribers* JOHN N. ALLEN, WILLIAM L. RADER, ROBERT W. CHAPMAN, DONALD F. KEMAN, HERMAN L. KEVIN, MIDER T. PATTON, LOUIS R. REGEZ, E. C. RABSON, ESTES SNEDECOR, C. B. STEPHENSON and RICHARD C. STRATFORD

having presented Articles for a Nonprofit Corporation, organized and formed under and pursuant to the Laws of the State of Oregon and having paid the required organization fee;

Now, Therefore, I, Maurice Hudson, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY that said Articles of Incorporation have been filed in the office of the Corporation Commissioner; that the name assumed by said corporation is

EASTMORELAND COMMUNITY CLUB

the duration **perpetual**; the object, business, or pursuit in which this corporation proposes to engage is as follows:

By all lawful means to protect and to promote the health, safety, and general welfare of the inhabitants of Eastmoreland in the City of Portland, Oregon, and of such other persons who by location or by the sharing of community facilities or services or otherwise have common interests with the inhabitants of Eastmoreland, and to that end to do and perform every act and thing reasonably calculated to further said object.

All funds of the corporation shall be devoted to its object above set forth, and no part thereof shall be paid to or upon the order of or for the use of any of its members except as reasonable compensation for services actually rendered.

the estimated value of its property and money

One hundred seventy-five and 00/100

(\$ 175.00) Dollars;

the location of its principal office at

Portland

, in the

County of **Multnomah**

, State of Oregon; the date of filing its Articles of Incorporation,

the **2nd** *day of*

July

, A. D. 1953 ; and the amount of the

organization fee paid **Five and 00-100 (\$5.00) Dollars.**

In Testimony Whereof, I have hereunto set my hand

and affixed hereto the seal of the Corporation

Department of the State of Oregon at Salem,

this **2nd** *day of* **July** *, 19* **53** *.*

SEAL

Maurice Hudson

Corporation Commissioner

ARTICLES OF INCORPORATION
OF
EASTMORELAND COMMUNITY CLUB

WHEREAS, The persons whose names are subscribed hereto are directors and collectively constitute the entire board of directors of Eastmoreland Community Club, a voluntary association, and were duly elected as such directors in accordance with the usages and regulations of said association, and are authorized to incorporate said association as a non-profit corporation;

NOW, THEREFORE, We, the undersigned, John M. Allen, William L. Bader, Robert W. Chapman, Donald P. Eckman, Herman D. Kenin, Miner T. Patton, Louis R. Regez, E. C. Sammons, Estes Snedecor, C. B. Stephenson, and Richard C. Stratford, in order to incorporate said association under and by virtue of Oregon Laws 1941, Chapter 462, providing for the creation of non-profit corporations, do hereby make and execute in triplicate the following articles of incorporation, to wit:

ARTICLE I

The name assumed by this corporation and by which it shall be known is EASTMORELAND COMMUNITY CLUB, and its duration shall be perpetual.

ARTICLE II

The object, business and pursuit of this corporation is and shall be by all lawful means to protect and to promote the health, safety, and general welfare of the inhabitants of

Eastmoreland in the City of Portland, Oregon, and of such other persons who by location or by the sharing of community facilities or services or otherwise have common interests with the inhabitants of Eastmoreland, and to that end to do and perform every act and thing reasonably calculated to further said object.

All funds of the corporation shall be devoted to its object above set forth, and no part thereof shall be paid to or upon the order of or for the use of any of its members except as reasonable compensation for services actually rendered.

ARTICLE III

The estimated value of the property and money possessed by this corporation at the time of executing these articles of incorporation is \$175, and this corporation's revenue shall be derived from membership fees, dues and assessments, and contributions received by it, and the income, if any, resulting from any activity at any time conducted by it in furtherance of its object above stated.

ARTICLE IV

(a) The names and official titles and the post office addresses of the persons executing these articles are:

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|-------------------|------------------------|---|
| John M. Allen | Director and President | 5414 S.E. Crystal Spring Blk Portland, Oregon |
| William L. Bader | Director | 7912 S.E. 32 nd Ave. Portland, Oregon |
| Robert W. Chapman | Director and Treasurer | 7325 S.E. Reed College Pl. Portland, Oregon |
| Donald P. Eckman | Director and Secretary | 6209 S.E. 34 th Ave. Portland, Oregon |

| | | |
|----------------------|--------------------------------|--|
| Herman D. Kenin | Director | 3431 S. E. Rex Ave. Portland, Oregon |
| Miner T. Patton | Director | 6810 S. E. 31 st Ave. Portland, Oregon |
| Louis R. Regaz | Director and Vice President | 6210 S. E. 32 nd St. Portland, Oregon |
| E. C. Sammons | Director | 2935 S. E. Tolman Portland, Oregon |
| Estes Snedecor | Director | 6305 S. E. 27 th Ave. Portland, Oregon |
| C. B. Stephenson | Director | 6222 S. E. 30 th Ave. Portland, Oregon |
| Richard C. Stratford | Director | 6633 S. E. 29 th Ave. Portland, Oregon |

(b) The governing body which is to exercise the powers of the corporation shall consist of a board of directors composed of the persons enumerated in paragraph (a) above and their successors; provided, however, that the number of directors may be increased to any number or decreased to any number not less than five as shall be determined from time to time by the members and declared in the bylaws of the corporation. The officers of the corporation, who shall function under the general supervision of the board of directors, shall consist of a president, a vice president, a secretary and a treasurer, and such other officers as from time to time may be provided by the bylaws.

(c) Directors of the corporation shall be elected annually by the members of the corporation for terms of one year each. Such annual meetings shall be called and held at 8:00 P.M. on

the 1st Tuesday of June at such places, and in such manner as shall be determined by the members and declared in the bylaws of the corporation. Officers of the corporation shall be elected by the members or by the board of directors at such times and in such manner, for terms not exceeding one year, as the bylaws shall determine.

ARTICLE V

The location and principal office of the corporation shall be in the City of Portland, Multnomah County, Oregon.

IN WITNESS WHEREOF, We have hereunto set our hands

and seals, this 1st day of July, 1953.

John M. Allen (SEAL)
John M. Allen

William L. Bader (SEAL)
William L. Bader

Robert W. Chapman (SEAL)
Robert W. Chapman

Donald P. Eckman (SEAL)
Donald P. Eckman

Herman D. Kenin (SEAL)
Herman Kenin

Miner T. Patton (SEAL)
Miner T. Patton

Louis R. Regez (SEAL)
Louis R. Regez

E. C. Simmons (SEAL)
E. C. Simmons

Estes Snedecor (SEAL)
Estes Snedecor

C. E. Stephenson (SEAL)
C. E. Stephenson

Richard C. Stratford (SEAL)
Richard C. Stratford

STATE OF OREGON }
County of Multnomah } ss

On this first day of July, 1953, personally appeared before me, a notary public for said county and state, the within-named JOHN M. ALLEN, WILLIAM L. BADER, ROBERT W. CHAPMAN, DONALD P. ECKMAN, HERMAN D. KENIN, MINER T. PATTON, LOUIS R. REGEZ, E. C. SAMMONS, ESTES SNEDECOR and C. B. STEPHENSON, to me known to be the identical persons described in and who executed the within instrument, and acknowledged to me that they executed the same freely and voluntarily, for the uses and purposes therein named.


IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, the day and year first hereinabove written.


Notary Public for Oregon
My commission expires: 7-15-55

STATE OF OREGON }
County of Multnomah } ss

On this 2nd day of July, 1953, personally appeared before me, a notary public for said county and state, the within-named RICHARD C. STRATFORD, to me known to be the identical person described in and who executed the within instrument, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein named.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, the day and year first hereinabove written.


Notary Public for Oregon
My commission expires: 7-15-55

POWER OF ATTORNEY AND DESIGNATION OF REGISTERED OFFICE

To be executed, acknowledged, and filed in the office of the Corporation Commissioner by a domestic corporation. Required by the provisions of Section 77-224, O. C. L. A.

KNOW ALL MEN BY THESE PRESENTS:

That EASTMORELAND COMMUNITY CLUB (Name of Corporation)

is a corporation duly organized under and by virtue of the laws of Oregon, having its principal place of business in Portland, Multnomah County, in the State of Oregon.

That said corporation has made, constituted and appointed, and does hereby make, constitute and appoint

John M. Allen, a citizen of the United States, and a citizen and resident of the state of Oregon, (Name of Attorney-in-Fact)

residing at Portland, Oregon, and whose place of business and postoffice address is No. 3414

S. E. Crystal Springs Street, its true and lawful Attorney-in-Fact and authorized Agent for it, and in its name, (Do not use City P. O. Box No.)

place and stead to make and accept service of all writs, processes and summonses in any action, suit or proceedings in any of the courts of the state of Oregon, or the United States courts therein, and upon whom all such lawful writs, processes and summonses may be served requisite and necessary to give competent and complete jurisdiction of the said corporation to any of the said courts; and said corporation does hereby designate its registered office in the state of Oregon to be located at the place hereinabove set forth as the postoffice address of its Attorney-in-Fact and authorized Agent;

This Power of Attorney is irrevocable except by the substitution of another qualified person for the one hereby appointed Attorney-in-Fact and said designated registered office shall so remain as such until changed by formal notification by said corporation.

IN WITNESS WHEREOF, said corporation, in pursuance of a resolution duly adopted by its Board of

Directors (Directors or Trustees), has caused this instrument

to be executed in its name by its XXXXXXXXXXXX President

and XXXXXX Secretary, and its Corporate Seal to be hereto

affixed the 3rd day of August, 1953.

[CORPORATE SEAL]

EASTMORELAND COMMUNITY CLUB (Name of Corporation)

By John M. Allen President

By Donald P. Edman Secretary

(OVER)

DK

STATE OF OREGON

COUNTY OF MULTNOMAH

THIS CERTIFIES, that on this 30 day of August, 1953, before

the undersigned, a notary public in and for the State of Oregon, personally appeared the within named JOHN M. ALLEN, the President, and DONALD P. ECKMAN, the Secretary, of the

EASTMORELAND COMMUNITY CLUB
(Name of Corporation)

the corporation mentioned in and which executed the foregoing Power of Attorney and acknowledged that they executed the same by the authority and on behalf of said corporation pursuant to a resolution of the Board of Directors of said corporation, duly adopted on the day of 1953; and Donald P. Eckman, the Secretary of said corporation, further acknowledged that the Corporate Seal heretofore attached and impressed herein is the Corporate Seal of said Corporation and was affixed thereto by him.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal this 30 day of August, 1953.

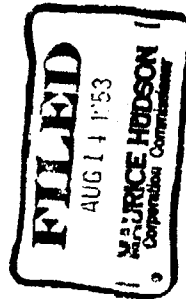
Stan C. Anderson

Notary Public for Oregon

My commission expires 7/5/55

[NOTARIAL SEAL]

59618
POWER OF ATTORNEY
EASTMORELAND COMMUNITY CLUB
TO
JOHN M. ALLEN
State Printing Page 3224



Designation of Initial Registered Office and Registered Agent

EASTMORELAND COMMUNITY CLUB, INC. (Exact name of corporation), a corporation organized and existing under the laws of the State of Oregon, hereby certifies that, pursuant to a duly adopted resolution of its board of directors, the address of the registered office of the corporation in the State of Oregon shall be 1200 American Bank Bldg., Portland, Oregon (Number, street and city); that the registered agent of the corporation shall be Grant J. Anderson; and that the address of its registered office and the address of the business office of its registered agent are identical.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be executed in its name by its President or Secretary, this 18th day of February, 1960.

EASTMORELAND COMMUNITY CLUB, INC. (Name of corporation)
 By *Grant J. Anderson* (President or Secretary)

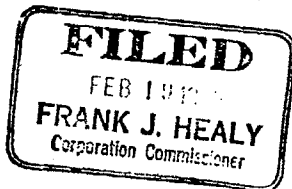
STATE OF Oregon }
 County of Multnomah } ss.

I, Helen M. Gray, a Notary Public, do hereby certify that on the 18th day of February, A. D. 1960 personally appeared before me H. Kellock Bartlett who declares he is Secretary of the corporation executing the foregoing document, and being first duly sworn acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

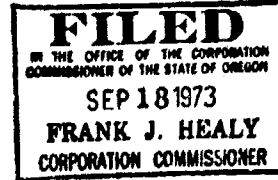
Helen M. Gray
 Notary Public for Oregon

My commission expires: 7/12/61



FILE NO. 52648

ARTICLES OF AMENDMENT
OF
EASTMORELAND COMMUNITY CLUB



These Articles of Amendment were adopted by the under-
signed corporation pursuant to ORS 61.370:

I

The present corporate name is EASTMORELAND COMMUNITY
CLUB.

II

The following amendment of the Articles of Incorporation
was adopted in the manner prescribed by the Oregon Nonprofit
Corporation Act:

ARTICLE IV

(a) The governing body which is to exercise the
powers of the corporation shall be a board of directors
consisting of twenty-one members. Seven directors of
the corporation shall be elected annually by the members
of the corporation for terms of three years each except
that for the annual meeting held in 1973 twenty-one mem-
bers of the board of directors shall be elected, seven
for a period of three years, seven for a period of two
years and seven for a period of one year. Such annual
meetings shall be called and held at 8:00 P.M. on the
second Thursday in May at such places and in such manner
as shall be determined by the members and declared in
the bylaws of the corporation.

(b) The officers of the corporation, who shall func-
tion under the general supervision of the board of
directors, shall consist of a president, a vice president,
a secretary and a treasurer, and such other officers as
from time to time may be provided by the bylaws. Officers
of the corporation shall be elected annually by and from
the directors at such times and in such manner for terms
not exceeding one year, as the bylaws shall determine.

III

The amendment was adopted at a meeting of the members on
June 28, 1973, at which a quorum was present, and the amendment

0000 0000

0159 0012

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 penalty of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

Dated: September 11, 1973.

EASTMORELAND COMMUNITY CLUB

By Leona D. Smith
President

By Samuel M. Mendenhall
Secretary

Articles of Amendment
of

EASTMORELAND COMMUNITY CLUB

FILE NO. 52648
FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
NOV 2 1977
FRANK J. HEALY
CORPORATION COMMISSIONER

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

1. The present (not new) corporate name is EASTMORELAND COMMUNITY CLUB

2. The following amendment of the Articles of Incorporation was adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(Set forth article(s) in full as will be amended to read.)

I

The name of the corporation shall be changed to EASTMORELAND NEIGHBORHOOD ASSOCIATION and its duration shall be perpetual.

3. (Check below the statement which is appropriate:)

- The amendment was adopted at a meeting of the Board of Directors on _____, 19____, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
- The amendment was adopted at a meeting of the members on September 22nd, 19 77, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

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.

EASTMORELAND COMMUNITY CLUB

Present (not new) Corporate Name

By *James H. ...* and *Samuel Monahan*
Its _____ President Its _____ Secretary

Dated October 28, 1977

052648-17

Submit the original
and one true copy
\$10.00

Registry Number:

052648-17



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 ORE.
OCT 15 1991
CORPORATION DIVISION

ARTICLES OF AMENDMENT Nonprofit Corporation



1. Name of the corporation prior to amendment:

EASTMORELAND 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 Sept. 19, 19 91. (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 |
|----------------------------|------------------------------------|-------------------------------------|--------------------------|------------------------------|
| | | | | |

Execution:

Signature

Patrick Mackin
Printed name

Secretary
Title

Person to contact about this filing: Patrick K. Mackin
Name

231-8007

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.

tlw
10-15
A

Below you will find the language of Article VI of the Articles of Incorporation of the Eastmoreland Neighborhood Association.

"In the event of dissolution of the Corporation, all assets shall be distributed to such charitable or educational organizations in the community that are tax exempt for Federal Income tax purposes. Such distribution shall be determined by the Board and approved by the membership."



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

Articles of Amendment—Business/Professional/Nonprofit

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

Check the appropriate box below:

- BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED

NOV 12 2009

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 052648-17

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.

1) ENTITY NAME: EASTMORELAND NEIGHBORHOOD ASSOCIATION

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)

SEE ATTACHMENT.

3) THE AMENDMENT WAS ADOPTED ON: 10/15/09

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

| Class or series of shares | Number of shares outstanding | Number of votes entitled to be cast | Number of votes cast FOR | Number of votes cast AGAINST |
|---------------------------|------------------------------|-------------------------------------|--------------------------|------------------------------|
| | | | | |

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the Incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) 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 |
|----------------------------|------------------------------------|-------------------------------------|--------------------------|------------------------------|
| 1 | 26 | 26 | 25 | 0 |

6) EXECUTION

Signature

Printed Name

Title

Richard Pierce

President

7) CONTACT NAME (To resolve questions with this filing.)

Cynthia Cumfer, Attorney

DAYTIME PHONE NUMBER (Include area code.)

503-234-4282

FEEES

Required Processing Fee \$50

Confirmation Copy (Optional) \$5

No Fee for Nonprofit Type Change

No Fee for President/Secretary Change

Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.



5264817-11417184

052648-17

**AMENDMENTS TO NONPROFIT ARTICLES OF INCORPORATION OF
EASTMORELAND NEIGHBORHOOD ASSOCIATION**

(Approved and Adopted by Membership Vote on October 15, 2009)

The Articles of Incorporation and the Amendments to the Articles of Incorporation of this corporation are amended as follows:

1. Article II of the Articles of Incorporation is amended by deleting the current provision and substituting this provision in its place:

ARTICLE II

“This corporation is organized exclusively for charitable, religious, educational, literary, or scientific purposes, including, for such purposes, the making of distributions to such organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.”

2. Article VI of the Articles of Amendment filed on October 15, 1991 is amended by deleting the current provision of Article VI and substituting this provision in its place:

ARTICLE VI

“Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the 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 court of appropriate jurisdiction 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 that court shall determine, which are organized and operated exclusively for such purposes.”

3. A new Article VII is added to the Articles of Incorporation as follows:

ARTICLE VII

“1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 of this corporation.

2. 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.

3. 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 or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. This corporation is a public benefit corporation.”

Except as amended above, all other provisions of the Articles of Incorporation shall continue in full force and effect.