

One or more natural persons of the age of 18 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of Incorporation.

FILE NO. 119246

Nonprofit
Articles of Incorporation
OF

FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
JAN 28 1977
FRANK J. HEALY
CORPORATION COMMISSIONER

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

ARTICLE I The name of this corporation is The DOWNTOWN COMMUNITY ASSOCIATION

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS 61.071.)

and its duration shall be Year to Year Perpetual

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

To improve the quality of life in the downtown area by:
promoting community activities on a non-profit basis; encouraging
community decision-making, etc.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The address of the initial registered office of the corporation is First

Congregational Church, 1126 S.W. Park Avenue, Portland, Oregon 97205
(Street and Number) (City and State) (Zip)

and the name of its initial registered agent at such address is David Madsen

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is

4 (At least three), 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:

Name	Address
<small>(Street and Number)</small>	<small>(City and State) (Zip)</small>
<u>Sharyl Bushong</u>	<u>2512 NE Glisan #115 Portland, Or. 97232</u>
<u>Mary Burki</u>	<u>831 SW Vista #407 Portland, Or. 97205</u>
<u>Beverly McLean</u>	<u>1131 SW Montgomery #210 Portland, Or. 97201</u>
<u>Linda Hawkins</u>	<u>1106 SW Montgomery Portland, Or. 97201</u>

100-1000000000
9000
10-17-77

ARTICLE V The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
(Street and Number)	(City and State) (Zip)
Stanley A. Hahn	1906 SW Madison St., Portland, Or. 97205
Sheryl Bushong	2512 NE Glisan #115 Portland, Or. 97232

ARTICLE VI The provisions for the distribution of assets on dissolution or final liquidation are:

That no individual or individuals actually profit from the dissolution of the Downtown Community Association.

ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.)

We, the undersigned incorporators, 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.

Stanley A. Hahn Sheryl Bushong

Dated Jan 10, 1977

File with Corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.

119246
FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
MARCH 3 1979
FRANK J. HEALY
CORPORATION COMMISSIONER

Articles of Amendment

of

THE DOWNTOWN COMMUNITY ASSOCIATION

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

1. The present (not new) corporate name is THE DOWNTOWN COMMUNITY ASSOCIATION

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.)

ARTICLE II Purposes and Powers

The 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 Portland within the geographical boundaries of the DCA.
2. To improve the livability of the area defined as the DCA and to work with any agency or any other body toward this goal.
3. To assist in furthering educational and social welfare activities and projects which will raise the level of the total DCA environment to that desired by its citizens.
4. This corporation is organized on a non-profit basis exclusively for educational, scientific and charitable purposes only.
5. No part of the net earnings of the corporation shall inure to the benefit of 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).
6. 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.

ARTICLE VI 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 the Northwest Pilot Project, 110 NW Third Avenue, Portland, Oregon 97209, or to another 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.

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 February 25, 19 79, 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.

DOWNTOWN COMMUNITY ASSOCIATION

Present (not new) Corporate Name

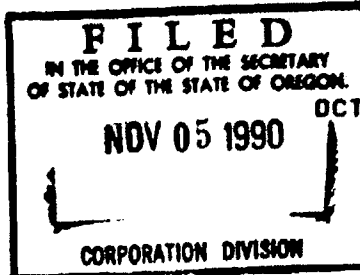
By Mary A. Beuk and Marta Leonard
Its duly-elected President Its duly-elected Secretary

Dated March 21, 19 79

119246-10

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 SW EVERETT RM 204
PORTLAND OR 97209

ACTION: REINSTATEMENT
ENTITY TYPE: DOMESTIC NON-PROFIT
REGISTRY #: 119246-10
RE: THE DOWNTOWN COMMUNITY ASSOCIATION

(831.115)

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

Please submit \$45.00 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 3/12/87. 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: *Blair P. Carson* Date: 10-16-90
(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 45.00

11/5A
BL

Submit the original

\$ _____

Registry Number:

119246-10



Corporation Division - Business Registry
Public Service Building
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 966-2200 Facsimile (503) 378-4381

THIS SPACE FOR OFFICE USE ONLY

FILED

DEC 26 1995

Secretary of State

APPLICATION FOR REINSTATEMENT

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation: The Downtown Community Association

2. Effective date of administrative dissolution: 5/3/95

3. Check the applicable box below:

- A. The ground(s) for administrative dissolution have been eliminated.
- B. The ground(s) for administrative dissolution did not exist.

NOTE: If option "B" applies, attach an explanation. It is the responsibility of the corporation to maintain current addresses on the records of the Corporation Division.

4. Fees required for reinstatement:

Annual report fees due \$ 10- (Pd)

Reinstatement fee due \$ 20-

10.195

TOTAL FEES \$ 30-

Execution: Lisa Horne Lisa Horne President
 Signature Printed name Title

Person to contact about this application: Lisa Horne 503-306-7336
 Name Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE _____ . SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

119246-10

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

FILED
NOV 26 1997
OREGON
SECRETARY OF STATE

LISA HORNE
420-A SW COLLEGE ST
PORTLAND OR 97201

NOVEMBER 5, 1997

ACTION: REINSTATEMENT
ENTITY TYPE: DOMESTIC NON-PROFIT (831.115)
REGISTRY #: 119246-10
RE: THE DOWNTOWN COMMUNITY 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 3/27/97.

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

By: Lisa Horne Date: 11/16/97
(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

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TDH
NONOTH-814200-06-87

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

FILED
MAR 06 2000
OREGON
SECRETARY OF STATE

119246-10

THE DOWNTOWN COMMUNITY ASSOCIATION
ATTN: BOB
1616 SW HARBOR WAY #403
PORTLAND OR 97201

FEBRUARY 8, 2000

ACTION: REINSTATEMENT
ENTITY TYPE: DOMESTIC NON-PROFIT (831.115)
REGISTRY #: 119246-10
RE: THE DOWNTOWN COMMUNITY ASSOCIATION

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

Please submit \$40.00 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 3-25-99.

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

By: Robert [Signature] Treasurer Date: 19 Feb 2000
(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

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NONOTH-814200-06-87

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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: 119246-10
Date of Incorporation: 01/28/1977
Type: DOMESTIC NONPROFIT
CORPORATION

THE DOWNTOWN COMMUNITY ASSOCIATION
PO BOX 1534
PORTLAND OR 97207

10/15/2003

FILED

NOV 19 2003

**OREGON
SECRETARY OF STATE**

**RE: THE DOWNTOWN COMMUNITY 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 3-29-02.

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

By: K. M. [Signature] Date: 11/4/03
(Authorized Signature)

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

CORWIL
NONFILEABLE
10/15/2003

11-13-3

43-18

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JH
11-19



Fax: (503) 378-4351

Articles of Amendment—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capital St. NE, Suite 151
Salem, OR 97310-1327
FilingsOregon.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

AUG 18 2007

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 119246-10

In accordance with Oregon Revised Statute 192.410-192.460, 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.

THE DOWNTOWN COMMUNITY ASSOCIATION

1) NAME OF CORPORATION PRIOR TO AMENDMENT: _____

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

ARTICLE 1 THE NAME OF THE ORGANIZATION SHALL BE PORTLAND DOWNTOWN NEIGHBORHOOD ASSOCIATION (PORTLAND DNA), HEREAFTER KNOWN IN THE DOCUMENT AS THE "NEIGHBORHOOD ASSOCIATION."

3) THE AMENDMENT WAS ADOPTED ON: MAY 21, 2007

(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
	app 150	23	17	2

6) EXECUTION

Signature

Eugene Maser

Printed Name

EUGENE MASER

Title

Treasurer

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

EUGENE MASER

DAYTIME PHONE NUMBER (include area code.)

503-224-0987

email: genem@mathlearningcenter.org

FEES

No Fee for Nonprofit Type Change Only

Confirmation Copy (Optional) \$5

Processing Fees are non-refundable.

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.