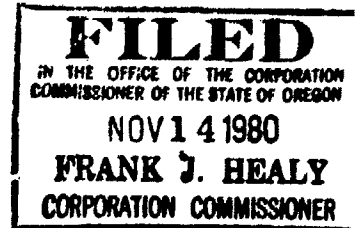


NONPROFIT
ARTICLES OF INCORPORATION
OF
SULLIVAN'S GULCH NEIGHBORHOOD ASSOCIATION



The undersigned natural persons, of the age of eighteen
of more, acting as incorporators under the Oregon Non-profit
Corporation Act, adopt the following Articles of Incorporation:

I

Name and Duration

The name of this corporation is the Sullivan's Gulch
Neighborhood Association, hereinafter referred to as SGNA
or the Corporation, and its duration shall be perpetual.

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 the Sullivan's
Gulch 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 Sullivan's Gulch 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.

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 subsequent 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 subsequent 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 the Event of Dissolution

In the event of dissolution of the 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 exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent 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 organizations as said Court determines to be 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, real property owner, business licensee, or 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 northeast section of the City of Portland, Oregon bounded on the South beginning at the hypothetical intersection of N.E. 10th Avenue and the Banfield Freeway, east on the Banfield Freeway to its intersection with N.E. 33rd Avenue; on the East beginning at the intersection of the Banfield Freeway and N.E. 33rd Avenue, north on N.E. 33rd Avenue to its intersection with N.E. Broadway Street; on the North beginning at the intersection of N.E. 33rd Avenue and N.E. Broadway Street, west on N.E. Broadway Street to its intersection with N.E. 15th Avenue; and on the West beginning at the intersection of N.E. Broadway Street and N.E. 15th Avenue, south on N.E. 15th Avenue to its intersection with N.E. Multnomah Street, then west on N.E. Multnomah Street to its intersection with N.E. 10th Avenue, and finally south on N.E. 10th Avenue to its hypothetical intersection with the Banfield Freeway.

3. There shall be only one representative eligible for membership in the corporation representing the employee(s) of any given person who as a resident, real property owner, business licensee, or non-profit organization is itself eligible for SGNA 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 thirteen. The names and addresses of the persons who are to serve as the initial board of directors, until the first annual meeting or until their successors are elected and shall qualify, are:

Fred G. Meyer	2412 N.E. Clackamas, Portland, OR 97232
Kathleen Todd	2229 N.E. Clackamas, Portland, OR 97232
Maureen Herndon	2223 N.E. Multnomah, Portland, OR 97232
Carolyn Bax	2406 N.E. Wasco, Portland, OR 97232

Cindy Arnold	2329 N.E. Clackamas, Portland OR 97232
Shirley Lloyd	1727 N.E. Multnomah, Portland OR 97232
David Todd	2229 N.E. Clackamas, Portland OR 97232
Charlesle Sprague	2234 N.E. Clackamas, Portland OR 97232
Nikki Vernon	2406 N.E. Halsey, Portland OR 97232
Robert Hutchings	1212 N.E. 26th, Portland OR 97232
George Bingham	1220 N.E. 17th 6/E, Portland OR 97232
Jay McAlonen	2233 N.E. Multnomah, Portland OR 97232
Bill Ciz	1823 N.E. Weidler, Portland OR 97232

2. The directors constituting the initial board of directors shall determine six of their number who shall serve for a term expiring when their successors are elected at the annual meeting of the corporation held in 1981, and the other seven such directors shall serve until their successors are elected at a second general membership meeting held in 1981. Other than as stated, directors shall serve for a term of one year 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 that the number of directors shall not be 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

Registered Agent

The address of the initial registered office of the corporation is 2412 N.E. Clackamas Street, Portland, Oregon 97232, and the name of its initial registered agent at such address is Fred G. Meyer.

VII

Incorporators

The names and addresses of the incorporators are as follows:

Fred G. Meyer	2412 N.E. Clackamas, Portland, OR 97232
Kathleen Todd	2229 N.E. Clackamas, Portland, OR 97232
Maureen Herndon	2223 N.E. Multnomah, Portland, OR 97232
Carolyn Bax	2406 N.E. Wasco, Portland, OR 97232

We, the undersigned incorporators, 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.

x Fred G. Meyer
x Kathleen M. Todd
x Maureen Herndon
x Carolyn Bax

Dated 11-10, 1980.

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

SULLIVAN'S GULCH NEIGHBORHOOD ASSOCIATION

*was administratively dissolved
on the records of the Corporation Division on*

January 27, 1984
and remains inactive as of the date of this certificate.



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

KATE BROWN, Secretary of State

By

Debra L. Virag

August 6, 2009