

N.P. 1
9/76

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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.

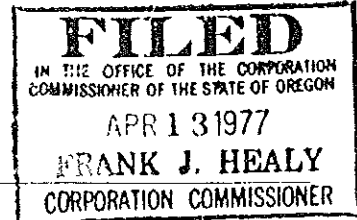
Nonprofit

Articles of Incorporation

OF

TECHNICAL ASSISTANCE FOR COMMUNITY SERVICES

FILE NO. 120633



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 TECHNICAL ASSISTANCE FOR COMMUNITY SERVICES

(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 PERPETUAL

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

(1) 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

(2) THAT THE CORPORATION SHALL PROVIDE EXCLUSIVELY CHARITABLE AND EDUCATIONAL SERVICES TO THE COMMUNITY

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.001. 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 6733 SE MORRISON PORTLAND, OREGON 97215
(Street and Number) (City and State) (Zip)

and the name of its initial registered agent at such address is KATHARINE ENGLISH

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is 3
(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:

<u>Name</u>	<u>Address</u> <small>(Street and Number)</small>	<u>Address</u> <small>(City and State)</small>	<u>(Zip)</u>
ERICA RUBIN	2911 NE 45TH	PORTLAND, OREGON	97213
KATHARINE ENGLISH	6733 SE MORRISON	PORTLAND, OREGON	97213
RUTH GUNDLE	624 SE 29TH	PORTLAND, OREGON	97214

ARTICLE V The name and address of each incorporator is:

<u>Name</u>	<u>(Street and Number)</u>	<u>Address</u> <u>(City and State)</u>	<u>(Zip)</u>
KATHARINE ENGLISH	6733 SE MORRISON	PORTLAND, OREGON	97215

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

UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE THE ASSETS TO SUCH ORGANIZATIONS ORGANIZED AND OPEBATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS, OR SCIENTIFIC 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 PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW), AS THE BOARD OF DIRECTORS SHALL DETERMINE. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, TO SUCH ORGANIZATIONS AS SHALL AT THE TIME QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1954 (OR ITS CORRESPONDING PROVISIONS).

ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY PRIVATE INDIVIDUAL, 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 II 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. NOT WITHSTANDING 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 TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE OF 1954 (OR ITS CORRESPONDING FUTURE PROVISIONS)

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.

Katharine English

Dated April 11, 1972.

File with Corporation Commissioner, Commerce Bldg., 158 1st St., N.E., Salem, Oregon 97310.



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

- 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)

For office use only

FILED
JUL 10 1997

OREGON
SECRETARY OF STATE

Registry Number: 120633-19

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT TECHNICAL ASSISTANCE FOR COMMUNITY SERVICES
- 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 VIII (Additional article) - see attached sheet
- 3) THE AMENDMENT WAS ADOPTED ON: 6/17/97
(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

6) EXECUTION

Printed Name

Signature

Title

JANET H. FENTON

Janet H. Fenton

CHAIR

7) CONTACT NAME

DAYTIME PHONE NUMBER

KAY SOHL

(503) 239-4001

FEES

Make check for \$10 payable to "Corporation Division"

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

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Articles of Amendment - Business/Professional/Nonprofit

Attachment #1 - Article VIII

The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future law.

State of Oregon

Department of Commerce Corporation Division

Certificate of Incorporation

OF

TECHNICAL ASSISTANCE FOR COMMUNITY SERVICES

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 13th day of April, 19 77.



Frank J. Healy
Corporation Commissioner

By Shirley Smith
Chief Clerk