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FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON
MAR 9 1990
CORPORATION DIVISION

# ARTICLES OF INCORPORATION

# OF

# GLOBAL EYES

I, DAVID E. ATKIN, a natural person of the age of more than 18 years, and a citizen of the United States, acting as Incorporator under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation, and do hereby certify:

## ARTICLE I
## NAME AND DURATION

The name of the Corporation is Global Eyes and its duration is perpetual.

## ARTICLE II
## TYPE OF CORPORATION

This corporation is a public benefit corporation.

## ARTICLE III
## REGISTERED AGENT

The initial Registered Agent of the Corporation is David E. Atkin, Attorney at Law, 296 East Fifth Avenue, Suite 309, Eugene, Oregon 97401. This is the address for receipt of notices and the service of legal process and papers.

## ARTICLE IV
## PRINCIPAL OFFICE

The principal office of the corporation shall be located at: P.O. Box 1101, Eugene, Oregon 97440.

## ARTICLE V
## MEMBERS

Global Eyes shall have members as defined in Chapter 65 of



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the Oregon Revised Statutes.

## ARTICLE VI
## DISSOLUTION

Upon the dissolution of Global Eyes, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute and dispose of all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1954, or 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 Circuit Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII
## DIRECTORS

There shall be three initial Directors of Global Eyes and they shall hold office until their successors are elected either at the first regular annual election of Directors or earlier if necessary to fill a vacancy.

Subsequent Directors shall be elected annually at a meeting of the membership of the corporation held for that purpose immediately following the annual membership meeting. The term of office of subsequent Directors shall be one or two years.

Subsequent Directors shall be elected by a majority vote of the members of Global Eyes, serving at the time of the election.

ARTICLE VIII
PURPOSE AND POWERS

1. Notwithstanding any other provision of these Articles of Incorporation, this Corporation is organized exclusively for charitable, educational, scientific, and social welfare purposes within the scope of Sec. 501(c)(4) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

The Corporation shall have only those powers prescribed by law which are necessary and incidental to fulfilling the above-described purposes, including the following:

1. To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. To conduct its business, carry on its operations, and have offices and exercise the powers granted by Oregon Law, or hereafter conferred by the state of Oregon, including but not limited to the power to contract, the power to buy, rent, lease, or otherwise acquire personal or real property, the power to sell, convey, or otherwise transfer or dispose of personal or real property, and the power to make capital improvements and major repairs to such physical facilities and equipment as the Corporation may acquire or utilize for its purposes, whether or not such powers are enumerated in these Articles of

Incorporation.

3. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

ARTICLE IX
NO PRIVATE BENEFIT

Global Eyes is organized for the public's benefit, not for the private gain of any person. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in these Articles of Incorporation.

ARTICLE X
NO INFLUENCING OF ELECTIONS

Notwithstanding any other provision of these Articles of Incorporation, no substantial part of the activities of the Corporation shall be the influencing of the election of candidates for public office, 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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax

under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XI
NO UNRELATED ACTIVITIES

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law, including the provisions of the 1989 Oregon Nonprofit Corporations Act, against all expenses and liabilities including reasonable counsel fees, any person who has been made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a Director or Officer of the Corporation. Directors and Officers shall be indemnified to the fullest extent permitted by law against all such expenses and liabilities, whether or not he is still a Director or Officer at the time such expenses are incurred, except in such cases wherein

the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the board approves such settlement and reimbursement as being for the best interests of Global Eyes. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Directors and Officers of the Corporation may be entitled.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator of Global Eyes is DAVID E. ATKIN, 296 East Fifth Avenue, Suite 309, Eugene, Oregon 97401.

STATE OF OREGON )
) ss
County of Lane )

I, DAVID E. ATKIN, the undersigned Incorporator, hereby witness and verify in duplicate these Articles of Incorporation and certify under penalty of perjury that I have examined them and that to the best of my knowledge and belief they are the true, accurate, complete and sole Articles of Incorporation of Global Eyes

Incorporator: _____ 3-2-90
David E. Atkin Date

SWORN AND SUBSCRIBED to before me by David E. Atkin:

_____
Notary Public for the State of Oregon
My Commission Expires: 3/25/91