Articles of Incorporation - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

○ BUSINESS CORPORATION (Complete items 1, 2, 3, 4, 5, 6, 9, 10, 11. Items 7 and 8 are optional.)

○ PROFESSIONAL CORPORATION (Complete all items. Note: Item 8 is optional.)

FILED

APR 26 2018

OREGON SECRETARY OF STATE

For office use only

REGISTRY NUMBER: 1433099-95

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.

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

1. **NAME OF CORPORATION:** Cedartree Hotels, Inc.

NOTE: For a BUSINESS CORPORATION, the name must contain the word "Corporation", "Company", "Incorporated", or "Limited" or an abbreviation of one of such words. For a PROFESSIONAL CORPORATION, the name must contain the words "Professional Corporation", or abbreviations thereof, i.e., "P.C.", or Prof. Corp".

2. **PRINCIPAL OFFICE:** (Must be a physical street address)

6315 SW 166th Pl

Beaverton, OR 97007

3. **REGISTERED AGENT:** (Individual or entity that will accept legal service for this business)

Allen Chen

4. **REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:** (Must be an **Oregon Street Address**, which is identical to registered agent's office.)

10610 SW Cottontail Pl

Beaverton, OR 97008

5. **ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:**

6315 SW 166th Pl

Beaverton, OR 97007

6. **NUMBER OF SHARES: (At least one share must be listed.)**

10,000

7. **IF RENDERING A LICENSED PROFESSIONAL SERVICE OR SERVICES, DESCRIBE THE SERVICE(S) BEING RENDERED:** *(PROFESSIONAL CORPORATION ONLY) ORS 58.015(5)(m)*

8. **OPTIONAL PROVISIONS:** (Attach a separate sheet if necessary.)

○ **BENEFIT COMPANY:** The Corporation is a benefit company subject to ORS 60.750 - 60.770. (additional requirements apply)

○ **INDEMNIFICATION:** The corporation elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 58.185 or 60.387 - 60.414.

⊗ **SEE ATTACHED**

9. **WHO IS FORMING THIS BUSINESS?** (INCORPORATORS)
List names and addresses of each incorporator.
Attach a separate sheet if necessary.

Toyoho Sugimoto

6315 SW 166th Pl

Beaverton, OR 97007

10. **INDIVIDUAL WITH DIRECT KNOWLEDGE**
List the name and address of at least one individual who is a director, or controlling shareholder of the corporation or an authorized representative with direct knowledge of the operations and business activities of the corporation.

Toyoho Sugimoto

6315 SW 166th Pl

Beaverton, OR 97007

11. **EXECUTION/SIGNATURE OF EACH PERSON WHO IS FORMING THIS BUSINESS:** (Incorporator)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:	Printed Name:	Title:
	Toyoho Sugimoto	Incorporator

CONTACT NAME: (To resolve questions with this filing)

Toyoho Sugimoto

PHONE NUMBER: (Include area code)

505-475-2227

CEDARTREE HOTELS, INC.

143309995-18969598 NEWINC

1433099-95

ARTICLES OF INCORPORATION
CEDARTREE HOTELS, INC.

8. Optional Provisions

8.1 INDEMNIFICATION
To the fullest extent permitted by the Oregon Revised Statutes, as it exists on the date hereof or may hereafter be amended, the Corporation is authorized to indemnify, for liability and related expenses, any officer, director, employee or other agent of the Corporation who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, legislative, formal or informal, internal or external 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, officer, employee or agent of the Corporation.

8.2 LIMITATION OF LIABILITY
To the fullest extent permitted by the Oregon Revised Statutes, as it exists on the date hereof or may hereafter be amended, no officer, director, employee or other agent of the corporation shall have any personal liability to the corporation for monetary damages for conduct as an officer, director, employee or other agent of the Corporation. This provision, however, shall not be deemed to eliminate or limit the liability of an officer, director, employee or other agent for:
(a) Any breach of the person's duty of loyalty to the Corporation;
(b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
(c) Any transaction from which the officer, director, employee or other agent derived an improper personal benefit;
(d) Unlawful distributions, or
(e) Any act or omission in violation of the Oregon Revised Statutes.