Articles of Merger - Multi Entity Merger

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

FILED: FEB 5, 2024
OREGON SECRETARY OF STATE

15066889-25852925

REGISTRY NUMBER: 150668-89

THE FOREST PARK CONSERVANCY MER

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public re
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. NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE:

NAME:	ENTITY TYPE:	REGISTRY NUMBER:
The Forest Park Conservancy	Oregon public benefit nonprofit corporation	150668-89
Friends of Marquam Nature Park	Oregon public benefit nonprofit corporation	224288-90

2. NAME AND TYPE OF SURVIVING ENTITY: The Forest Park Conservancy

☐ Check here if there is a name change in the plan of merger.

3. OREGON CORPORATION AND LIMITED LIABILITY REQUIREMENT:

☒ Oregon Corporations and Limited Liability Companies must include the Principal Place of Business and Individual with Direct Knowledge. Include it in your document or attach an information change form.

4. SELECT ONE OF THE FOLLOWING:

◉ A copy of the plan of merger is attached.

OR:

○ The plan of merger is on file at the address of the surviving entity.

Address _____

City _____ State _____ Zip Code _____

A copy will be provided upon request to any owner, member or shareholder at no cost.
If the plan of merger amends the articles of organization/incorporation, attach the restated articles of the surviving entity.

○ State effective date and time in plan of merger if other than when these articles are filed: _____

5. The plan of merger was duly authorized and approved by each entity that is a party to the merger:

◉ A copy of the vote required by each entity is attached.

OR:

○ Shareholder approval was not required.

6. EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)
I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. 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:
Marianne Wilburn	Marianne Wilburn	Interim Executive Director

CONTACT NAME: (To resolve questions with this filing)
Marianne Wilburn

PHONE NUMBER: (Include area code)
503-804-0621

FEES	
Nonprofit Required Processing Fee	$50
Domestic Required Processing Fee	$100
Foreign Required Processing Fee	$275

Processing Fees are nonrefundable. Please make check payable to "Corporation Division".
Free copies are available at sos.oregon.gov/business using the Business Name Search program.

Plan of Merger

Between

FOREST PARK CONSERVANCY, an Oregon public benefit nonprofit corporation

And

FRIENDS OF MARQUAM NATURE PARK, an Oregon public benefit nonprofit corporation

This Plan of Merger between **Forest Park Conservancy,** an Oregon public benefit nonprofit corporation ("FPC"), and **Friends of Marquam Nature Park,** an Oregon public benefit nonprofit corporation ("FMNP") has been approved by the board of directors of each entity, as required by ORS 65.487(1).

1. FPC and FMNP will merge into a single corporation, effective as of December 31, 2023. FPC will be the surviving entity, as permitted by ORS 65.494(1).

2. After this merger, the surviving corporation shall remain named Forest Park Conservancy. FPC shall remain a public benefit nonprofit corporation. FPC shall remain a non-membership organization. The memberships of FMNP shall cease as a result of the merger.

3. FPC shall acquire and assume all assets and liabilities of FMNP.

4. After this merger, FPC's registered information will remain as follows: Chie Togo; 833 SW 11th Ave Ste 800, Portland, OR 97205. Chie Togo is the Individual with Direct Knowledge about the merger. The Principal Place of Business is the same as the registered address.

5. No prior written consent from the Oregon Attorney General is required pursuant to ORS 65.484(1) because FPC and FMNP are each public benefit nonprofit corporations.

6. FPC and FMNP will give notice to the Oregon Attorney General, including a copy of this plan of merger, at least 20 days before the effective date of this merger, pursuant to ORS 65.484(2).

7. The Board of Directors for FPC has approved the merger pursuant to ORS 65.487(1) and (2) by resolution adopted by majority vote, as required by its bylaws, at a meeting of the Board of Directors on December 5, 2023. FPC has no members entitled to vote or third parties entitled to vote.

8. The Board of Directors for FMNP has approved the merger pursuant to ORS 65.487(1) and (2), by way of resolution adopted by majority vote, as required by its bylaws, at a meeting of its Board of Directors dated December 4, 2023. FMNP has no members or third parties entitled to vote.

9. The articles of incorporation and by-laws of FPC as now in force shall continue to govern FPC after the merger is completed, subject to the power of the board of directors of FPC to amend and restate those documents.

10. Transfer of Assets - Upon the merger, FMNP will transfer to FPC all FMNP's rights, title, and interest in its assets. Following the merger, the transferred assets will be restricted and dedicated to work in Marquam Nature Park in line with the FMNP mission, as consistent with FPC's mission, that is to work in partnership with Portland Parks & Recreation and others to conserve, maintain and enhance the historical, natural, and recreational resources of Marquam Nature Park and to educate the public about the park's unique natural and cultural history. Furthermore, any donor-imposed restrictions on the use of the transferred assets shall be honored.

11. Restrictions on Future Donations - Following the merger, donations received by FPC with requests to be used within Marquam Nature Park shall be dedicated for use in Marquam Nature Park in line with the FMNP mission, as consistent with the FPC mission.

SURVIVING COMPANY:

THE FOREST PARK CONSERVANCY

Vinay Prasad, Board Chair
12/5, 2023

Marianne Wilburn,
Interim Executive Director
12/5, 2023

MERGING COMPANY:

FRIENDS OF MARQUAM NATURE PARK

Bruce Murray, President
12/5, 2023

Forest Park Conservancy - Board of Directors

Board Resolution

Approval of Merger with Friends of Marquam Nature Park

At the meeting of the Board of Directors (the "Board") for the Forest Park Conservancy ("FPC") on December 5, 2023, the following resolution was proposed and approved by the Board in accordance with its bylaws. 6 directors were present at the meeting, of a total of 6 current directors, and the resolution was adopted by a majority of those present.

WHEREAS, Marquam Nature Park (MNP) is a unique urban park comprised of over 200 acres of undeveloped land and over 7 miles of hiking trails, making it the third largest park in Portland; being located minutes from downtown and easily accessible by public transportation, the park provides excellent recreation opportunities, an escape from city life, forested scenic views and native habitats that help to enhance the region's air and water quality; further, Marquam Trail, an important 7-mile link in the 40-Mile Loop trail system as well as being the "Trail" portion of the 4T, runs through the park and provides a connection to other trails and natural areas throughout the metropolitan area;

WHEREAS, Friends of Marquam Nature Park ("FMNP") is a nonprofit community-based volunteer organization that works in partnership with Portland Parks & Recreation and others to conserve, maintain, and enhance the historical, natural, and recreational resources of Marquam Nature Park and to educate the public about the park's unique natural and cultural history;

WHEREAS, FMNP does not have permanent staff, and has limited capacity to plan and host volunteer events and raise the funds to hire, manage, and build staffing resources, and reached out to FPC about collaboratively developing and building program capacity; the idea of FPC and FMNP merging was presented, noting that a merger would allow the two organizations to combine forces, minimize competition for financial resources, increase the level of stewardship and other other programming happening in FMNP at a much faster rate, and the merger is in full alignment with FPC's vision and long-term conservation initiative;

WHEREAS, FPC launched the Greater Forest Park Conservation Initiative ("GFPCI") a long-term collaborative strategy to protect the health of the greater Forest Park ecosystem; the greater Forest Park ecosystem is a corridor of urban forest habitats made up of parks, natural areas, and private land, that acts as a critical wildlife corridor and plays a key role in minimizing the effects of climate change on communities around the Portland region; Marquam Nature Park being part of this larger ecosystem; the proposed merger between FPC and FMNP will greatly increase the level and frequency of on-the-ground stewardship occurring in this ecosystem; and further, by leveraging FPC's financial and staffing resources it will be possible to build capacity and provide the opportunity to develop additional stewardship and education programs that serve both the community and the park;

WHEREAS, FPC will, pursuant to the merger, absorb FMNP, and FMNP will cease to exist; and during and after the combining of organizations, FPC will recognize and continue to celebrate the amazing work FMNP has accomplished and continue to recognize the unique aspects of Marquam Nature Park that contribute to the larger ecosystem and the community, through targeted communication and fundraising efforts;

WHEREAS, Marianne Wilburn, Interim Executive Director of FPC, presented documents setting forth the proposed merger strategy to the Board, which documents are attached to this document, identifying the necessary next steps to complete the merger;

THEREFORE, IT IS:

RESOLVED: that the Board authorizes the merger of FPC and FMNP, as described above; and

RESOLVED: that the Board authorizes Marianne Wilburn, as FPC Interim Executive Director, to take such further actions as are necessary to complete the merger of FPC and FMNP, including the signature and filing of such documents as are required to effect the merger and to otherwise carry out the intent of the foregoing resolution.

Attested as a true and complete record of board action,

_____ Date 12/5/25

Vinay Prasad
Board Chair
The Forest Park Conservancy

_____ Date 12/5/25

Robin Jensen
Board Secretary
The Forest Park Conservancy

Friends of Marquam Nature Park - Board of Directors

Board Resolution

Approval of Merger with Forest Park Conservancy

At the meeting of the Board of Directors (the "Board") for the Friends of Marquam Nature Park ("FMNP") on December 4, 2023, the following resolution was proposed and approved by the Board in accordance with its bylaws. 7 directors were present at the meeting, of a total of 8 current directors, and the resolution was adopted by a majority of those present, with 2 abstentions.

WHEREAS, Marquam Nature Park (MNP) is a unique urban park comprised of over 200 acres of undeveloped land and over 7 miles of hiking trails, making it the third largest park in Portland; being located minutes from downtown and easily accessible by public transportation, the park provides excellent recreation opportunities, an escape from city life, forested scenic views and native habitats that help to enhance the region's air and water quality; further, Marquam Trail, an important 7-mile link in the 40-Mile Loop trail system as well as being the "Trail" portion of the 4T, runs through the park and provides a connection to other trails and natural areas throughout the metropolitan area;

WHEREAS, Friends of Marquam Nature Park ("FMNP") is a nonprofit community-based volunteer organization that works in partnership with Portland Parks & Recreation and others to conserve, maintain, and enhance the historical, natural, and recreational resources of Marquam Nature Park and to educate the public about the park's unique natural and cultural history;

WHEREAS, FMNP does not have permanent staff, and has limited capacity to plan and host volunteer events and raise the funds to hire, manage, and build staffing resources, and reached out to FPC about collaboratively developing and building program capacity; the idea of FPC and FMNP merging was presented, noting that a merger would allow the two organizations to combine forces, minimize competition for financial resources, increase the level of stewardship and other other programming happening in FMNP at a much faster rate, and the merger is in full alignment with FPC's vision and long-term conservation initiative;

WHEREAS, FPC launched the Greater Forest Park Conservation Initiative ("GFPCI") a long-term collaborative strategy to protect the health of the greater Forest Park ecosystem; the greater Forest Park ecosystem is a corridor of urban forest habitats made up of parks, natural areas, and private land, that acts as a critical wildlife corridor and plays a key role in minimizing the effects of climate change on communities around the Portland region; Marquam Nature Park being part of this larger ecosystem; the proposed merger between FPC and FMNP will greatly increase the level and frequency of on-the-ground stewardship occurring in this ecosystem; and further, by leveraging FPC's financial and staffing resources it will be possible to build capacity and provide the opportunity to develop additional stewardship and education programs that serve both the community and the park;

WHEREAS, FPC will, pursuant to the merger, absorb FMNP, and FMNP will cease to exist; and during and after the combining of organizations, FPC will recognize and continue to celebrate the amazing work FMNP has accomplished and continue to recognize the unique aspects of Marquam Nature Park that contribute to the larger ecosystem and the community, through targeted communication and fundraising efforts;

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WHEREAS, Bruce Murray, President of the Board of FMNP, presented documents setting forth the proposed merger strategy to the Board, which documents are attached to this document, identifying the necessary next steps to complete the merger;

THEREFORE, IT IS:

RESOLVED: that the Board authorizes the merger of FPC and FMNP, as described above; and

RESOLVED: that the Board authorizes Bruce Murray, as President of the Board of FMNP, to take such further actions as are necessary to complete the merger of FPC and FMNP, including the signature and filing of such documents as are required to effect the merger and to otherwise carry out the intent of the foregoing resolution.

Attested as a true and complete record of board action,

Bruce Murray Date 12-5-2023

Bruce Murray
Board President
Friends of Marquam Nature Park

Sonja Connor Date 12-4-2023

Sonja Connor
Board Secretary
Friends of Marquam Nature Park