

228078093

FILED: JUN 25, 2024
OREGON SECRETARY OF STATE



228078093-26395285

SECRET ANGELS SOCIETY

NEWINC

**NONPROFIT
ARTICLES OF INCORPORATION
OF
SECRET ANGELS SOCIETY**

The undersigned individual, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is **SECRET ANGELS SOCIETY**.

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IV

The corporation has no members.

ARTICLE V

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3) and (b) by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

During any time that the corporation is classified as a "private foundation" as defined in Code Section 509, the corporation:

- (a) shall not engage in any act of self-dealing as defined in Code Section 4941(d);
- (b) shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the corporation to the taxes on failure to distribute income imposed by Code Section 4942;
- (c) shall not retain any excess business holdings as defined in Code Section 4943(c);
- (d) shall not make any investments in such manner as to subject the corporation to the taxes on investments which jeopardize charitable purpose imposed by Code Section 4944; and
- (e) shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE VII

Upon dissolution or final liquidation of the corporation, after the payment or provision for payment of all the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations as are then-described in Code Sections 501(c)(3) or 170(c)(2) as the board of directors shall determine.

ARTICLE VIII

The incorporator will elect a board of directors to complete the organization of the corporation pursuant to ORS 65.057(b).

All directors of the corporation other than the initial directors shall be elected at the time, in the manner and for the terms to be set forth in the corporation's bylaws.

ARTICLE IX

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or 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, officer, employee, or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the board of directors has taken such action as required by ORS 65.404, including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be allowable under any statute, bylaw, agreement, general or specific action of the board of directors.

ARTICLE XI

All references in these Articles of Incorporation to sections of the Code, the Oregon Revised Statutes, or the Oregon Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

ARTICLE XII

The address of the corporation's registered office and the name of its registered agent at that location are:

Erin O'Connell
61485 Westridge Avenue
Bend, Oregon 97702

ARTICLE XIII

The name and address of the incorporator are:

Erin O'Connell
61485 Westridge Avenue
Bend, Oregon 97702

ARTICLE XIV

The principal place of business is:

Secret Angels Society
61485 Westridge Avenue
Bend, Oregon 97702

ARTICLE XV

The address to which notices may be mailed is:

Secret Angels Society
61485 Westridge Avenue
Bend, Oregon 97702

* * * * *

I declare, 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.

DATED: 6/20/2024

Erin O'Connell
Erin O'Connell, Incorporator