



Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.gov Phone: (503) 86-2200

FILED

DEC 06 2016

OREGON SECRETARY OF STATE

REGISTRY NUMBER: 114622-15

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.

For office use only

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

- 1) NAME OF CORPORATION: GOOSE HOLLOW FOOTHILLS LEAGUE
- 2) NEW NAME OF THE CORPORATION: (if changed) _____
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.

The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was 19 NOVEMBER 2015

The vote of the members was as follows: SEE ATTACHMENT

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

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that 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:

Tracy J. Prince Tracy J. Prince President

CONTACT NAME: (To resolve questions with this filing.)

ROGER LEACHMAN, BYLAWS CHAIRMAN

PHONE NUMBER: (Include area code.)

(704) 962-6523

GOOSE HOLLOW FOOTHILLS LEAGUE



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RSTART

Attachment re Voting of the Membership

At the 19 November 2015 GHFL Annual Meeting, separate votes were held for the amending of Articles 4.2, 4.3, and 5.1 of the Articles of Incorporation.

Following are the totals:

Article 4.2

53 voting: 36 Yes 10 No 7 Abstain

Article 4.3

52 voting: 52 Yes 0 No 0 Abstain

Article 5.1

52 voting: 52 Yes 0 No 0 Abstain

**ARTICLES OF INCORPORATION
OF
GOOSE HOLLOW FOOTHILLS LEAGUE**

The undersigned natural person, of the age of twenty-one years or more, acting as incorporator under the Oregon Non-profit Corporation Act, adopts the following Articles of Incorporation:

I.

Name and Duration.

The name of this corporation is the Goose Hollow Foothills League, hereinafter referred to as the League, the G.H.F.L., or, the Corporation, and its duration shall be perpetual.

II.

Purposes and Powers.

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

1. To provide a facility for education, research, and an exchange of information for the citizens of the Goose Hollow and Foothills neighborhood as such citizens may relate to their total environment.
2. To assist in furthering educational and social welfare activities and projects which will raise the level of the local Goose Hollow and Foothills neighborhood environment to that desired by its citizens.
3. This corporation is organized on a non-profit basis exclusively for educational, scientific, and charitable purposes only. This organization is organized as a public benefit corporation.
4. No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 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 activity not permitted to be carried on:

(a) By a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or

(b) By a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States

Internal Revenue Law).

5. **This corporation in the furtherance of its specific and primary purposes as enumerated in this article shall have and enjoy all of the powers granted, and engage in any lawful activity, none of which is for profit, for which corporations may be organized, under Oregon Revised Statutes Chapter 61.**

III.

Provisions in Event of Dissolution.

In the event of dissolution of this corporation, after adequate provision has been made for payment of all debts and liabilities of the corporation, its remaining assets not being required by law or conditions imposed by any donor to be otherwise applied or distributed, shall be disposed of by the Board of Directors to such organization or organizations organized for purposes similar to those of this corporation and operated exclusively for educational and charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Circuit Court of Multnomah County, Oregon, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

IV.

Members.

1. **Initial Members.** The Initial Members of the corporation shall be the persons designated in these articles as the initial board of directors.
2. **Eligibility For Membership.** The following persons, eighteen (18) years of age or older are eligible for membership in the corporation:
 - a. Any resident of Goose Hollow;
 - b. Any owner of real property located in Goose Hollow;
 - c. Any person designated in writing as the sole representative of a business licensee or non-profit organization operating and located in Goose Hollow.
3. **Boundaries of Goose Hollow Foothills League.** The boundaries of the Goose Hollow Foothills League commence at the intersection of I-405 and West Burnside Street, and proceed generally southerly along the centerline of the freeway to its intersection with SW 12th Avenue and the northerly extension of SW Cardinell Drive, then southerly and then westerly along Cardinell to Cardinell's extension as SW Jackson Street, and along Jackson to SW Carter Lane, then northerly to SW Vista Avenue, then continuing northerly along Vista to SW Market Street Drive, then westerly and southerly along Market to its intersection with SW Ford Street Drive, then southerly along Ford to the Sunset freeway tunnels, then west to intersect the southerly

extension of the east boundary of Washington Park, then northerly along the park boundary to West Burnside, then easterly to the point of beginning at I-405.

4. Approval of Voting Membership. To become a voting member of the corporation, a person must:

(a) be eligible for membership as defined in Section 2 of this Article IV;

(b) Apply in writing for voting membership to the board of directors in such manner as may be prescribed in the bylaws; and

(c) Be accepted and approved for voting membership by the board of directors, in such manner as may be prescribed in the bylaws.

Voting membership shall not be conditional upon any financial contribution to the corporation.

5. Rights of Voting Membership. The voting members of the corporation shall have the sole right to elect and remove the board of directors, in such manner as may be prescribed by the bylaws. Each voting member shall have the right to cast one ballot in any election held to place or remove members of the board of directors.

V.

Directors.

1. The number of directors constituting the current Board of Directors is eleven.

The names and addresses of the persons who are to serve as the initial board of directors, until their successors are elected and shall assume office, are:

Faith Ruffing	1124 S.W. 18th, Portland Oregon 97205
Sid Sydnor	1395 S.W. Cardinell Drive, Portland, Oregon 97201
Nancy Marshall	2030 S.W. Main, Portland, Oregon 97205
John Werneken	2343 S.W. Cedar # 3, Portland, Oregon 97205
Joan Rouzie	2365 S.W. Market St. Dr., Portland, Oregon 97201
Irene Wolfson	1925 S.W. Main, Portland, Oregon 97205
Bruce Shaughnessy	1715 S.W. Market, Portland, Oregon 97201
Bud Clark	1927 S.W. Jefferson, Portland, Oregon 97201
Kerry Gilbertt	1205 S.W. 18 th , Portland, Oregon 97201
Dean Smith	1824 S.W. Market, Portland, Oregon 97201
Mary Peetz	2021 S.W. Main, Portland, Oregon 97205

2. The directors constituting the initial board of directors shall determine five of their number who shall serve for a term expiring when their successors are elected at the annual meeting of the corporation held in 1976, and the other six such directors shall serve until their successors are elected at the annual meeting held in 1977. Other than as stated, directors shall serve for a term of two years and until their successors are elected and assume office. The qualifications of directors are as may be prescribed in the bylaws, except that a director must be

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3. The number of directors may be increased or decreased to such odd number of directors as may be provided from time to time by amendment to the bylaws, provided that such decrease in number shall not have the effect of shortening the term of any incumbent director, and provided that the number of directors shall be not less than seven.

4. In the event of the death, resignation, or removal of a director, a successor shall be elected by a majority vote of the remaining directors, or by such other method as the bylaws may provide. A director elected to fill a vacancy shall hold office during the remainder of the term of the director succeeded. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at the annual or special meeting of the membership.

5. The personal liability of a director or uncompensated officer of this corporation to the corporation or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law.

VI.

Initial Registered Office and Initial Registered Agent

1. The address of the initial registered office of the corporation is 1802 S.W. Tenth Avenue, Portland, Oregon, 97201 and the name of its initial registered agent at such address is John A. Werneken. Neighbors West Northwest, 2257 NW Raleigh St., Portland, OR 97210 is the address of the current registered office.

VII.


Incorporator

The name and address of the incorporator is John A. Werneken, 1802 S.W. Tenth Avenue, Portland, Oregon 97201.

I, the undersigned incorporator, declare under penalties of perjury, that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED: April 1, 1976 SIGNED: [John A. Werneken]

AMENDED 16 August 1990 and 19 November 2015


Tracy J. Prince, President

11-17-2016
Date