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PEOPLE FOR PORTLAND

NEWING

**ARTICLES OF INCORPORATION
OF
PEOPLE FOR PORTLAND**

The undersigned, in order to form a nonprofit corporation under ORS Chapter 65, the Oregon Nonprofit Corporation Act (the "Act"), hereby signs and verifies the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the corporation (the "Corporation") is People For Portland.

**ARTICLE II.
TYPE AND DURATION**

The Corporation is a public benefit corporation and its duration shall be perpetual.

**ARTICLE III.
MEMBERSHIP**

The Corporation has no voting members within the meaning of the Act.

**ARTICLE IV.
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 698 12th Street SE, Suite 200, Salem, Oregon 97301, and the initial registered agent at such address is Unisearch, Inc.

**ARTICLE V.
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation, to which notices as required under the Act may be mailed, is P.O. Box 8272 Portland, Oregon 97207.

**ARTICLE VI.
PURPOSES, LIMITATIONS AND POWERS**

Section 6.1 Purposes. The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any successor provision (the "Code"), including but not limited to providing public information on issues related to Portland's economic and community vitality.

Section 6.2 Limitations.

6.2.1 The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or of any private individual.

6.2.2 No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or upon the winding up of its affairs.

6.2.3 The Corporation may further its social welfare purposes by attempting to influence legislation in a manner that is consistent with its status as a Section 501(c)(4) organization.

6.2.4 The Corporation shall not have as its primary activity participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

6.2.5 Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(4).

Section 6.3 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purpose.

ARTICLE VII. BOARD OF DIRECTORS

Section 7.1 Board of Directors. The management of the Corporation is vested in a Board of Directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be as prescribed by the Bylaws of the Corporation, as the same may be amended from time to time.

Section 7.2 Initial Directors. The names and addresses of the Corporation's initial directors, each of whom has consented to serve in such capacity, are as set forth below. These individuals will manage the affairs of the Corporation until the first annual meeting of the Board of Directors and until their successors have been elected and qualified.

Name	Address
Kevin Looper	P.O. Box 8272 Portland, Oregon 97207
Dan Lavey	P.O. Box 8272 Portland, Oregon 97207
Maria Smithson	P.O. Box 8272 Portland, Oregon 97207

ARTICLE VIII. LIMITATION OF DIRECTORS' LIABILITY

Directors and uncompensated officers of the Corporation shall have no civil liability to the Corporation or its members for conduct as a director or officer, except for breaches of the duty of loyalty to the Corporation, acts or omissions which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which such director or officer derives an improper personal benefit, and any act or omission in violation of ORS 65.361 through 65.367, as in effect, or hereinafter amended. If the Oregon Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer shall be eliminated or limited to the full extent permitted by the Oregon Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE IX. INDEMNIFICATION

Section 9.1 Indemnification. Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Oregon Nonprofit Corporation Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

Section 9.2 Advancement of Expenses. The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

Section 9.3 Insurance. At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

Section 9.4 Nonexclusivity of Rights. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

Section 9.5 Definitions. Capitalized terms used in this Article and not otherwise defined herein shall have the same meanings given them in ORS 65.387 to 65.414.

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**ARTICLE X.
AMENDMENTS**

The authority to alter, amend or repeal these Articles or to make, alter, amend or repeal Bylaws is vested in the Board of Directors.

**ARTICLE XI.
DISSOLUTION**

Upon the dissolution or winding up of the Corporation, the Board of Directors shall distribute its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation to one or more organizations then qualified for exemption under Code Section 501(c)(3) or 501(c)(4) or to a governmental entity within the meaning of Code Section 170(c)(1).

**ARTICLE XII.
INCORPORATOR**

The incorporator's name and address are:

Name

Maria Smithson

Address

P.O. Box 8272
Portland, Oregon 97207

IN WITNESS WHEREOF, 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.

DATED this 30th day of June 2021.


Maria Smithson, Incorporator