



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

Phone:(503)986-2200  
Fax:(503)378-4381  
www.filinginoregon.com

**Registry Number: 563939-95**  
**Type: DOMESTIC NONPROFIT CORPORATION**

**Next Renewal Date: 12/05/2009**

DWT OREGON CORP.  
1300 SW FIFTH AVE STE 2300  
PORTLAND OR 97201

### **Acknowledgment Letter**

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

#### **Document**

ARTICLES OF INCORPORATION

#### **Filed On**

12/05/2008

#### **Jurisdiction**

OREGON

#### **Nonprofit Type**

PUBLIC BENEFIT WITH  
MEMBERS

#### **Name**

FORD SCHOLAR ALUMNI ASSOCIATION

#### **Registered Agent**

DWT OREGON CORP.  
1300 SW FIFTH AVE STE 2300  
PORTLAND OR 97201

56393995

**FILED**  
**DEC 05 2008**  
**OREGON**  
**SECRETARY OF STATE**

**NONPROFIT**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FORD SCHOLAR ALUMNI ASSOCIATION**

**ARTICLE I**  
**NAME**

The name of this corporation is Ford Scholar Alumni Association (the "corporation"), and its duration shall be perpetual.

**ARTICLE II**  
**TYPE OF NONPROFIT CORPORATION**

This corporation is a public benefit corporation.

**ARTICLE III**  
**PURPOSES AND POWERS**

**Section 3.1 Purpose.** To operate exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision, including specifically to provide civic leadership and volunteer opportunities to positively impact the vitality of both rural and urban communities.

**Section 3.2 Powers.** The corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Act (the "Act"), and as the same may be hereafter amended.

**Section 3.3 Limitations.**

**3.3.1** 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.

**3.3.2** 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.

**3.3.3** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**3.3.4** 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 Section 501(c)(3) of the Code, or any successor provision, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, or any successor provision.

#### **ARTICLE IV REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation is 1300 SW Fifth Avenue, Suite 2300, Portland, OR 97201. The name of the corporation's initial registered agent at such address is DWT Oregon Corp.

#### **ARTICLE V PRINCIPAL OFFICE**

The principal office address of the corporation is c/o Scholarship Office, Ford Family Foundation, 440 E Broadway, Suite 200, Eugene, OR 97401.

#### **ARTICLE VI MEMBERS AND MANAGEMENT**

**Section 6.1 Members.** The corporation shall have members. Criteria and procedures for admission of members shall be provided by the Bylaws of the corporation.

**Section 6.2 Board of Directors.** The management of the corporation will be vested in a board of at least three (3) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

**ARTICLE VII  
DIRECTORS**

**Section 7.1 Board of Directors.** The corporation shall be managed by a board of directors as provided by law, by these Articles of Incorporation and by the Bylaws. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers or duties of directors shall be prescribed by the Bylaws of the corporation.

**Section 7.2 Number of Directors and Names and Addresses of Directors.** The number of directors constituting the initial board of directors of the corporation is four (4). The initial directors are:

<u>Director</u>	<u>Address</u>
Andrea Smith	13035 SW Haystack Drive Beaverton, OR 97008
Lawrence Gillespie	1928 NW 143 <sup>rd</sup> Ave, #66 Portland, OR 97229
Marija Kovocevic Hobbs	3406 NE 96 <sup>th</sup> Street Vancouver, WA 98665
Michael Connolly	1126 SE Pine Street Roseburg, OR 97470

Each director has consented to his or her appointment.

**ARTICLE VIII  
DISSOLUTION**

**Section 8.1 Dissolution by Members.** The corporation may be dissolved at any time by (1) a majority vote of the members at a meeting for which no fewer than seven (7) days prior written notice of consideration of such action shall be given, stating that the purpose or one of the purposes of the meeting is to consider dissolving the corporation and containing a copy or summary of the plan of dissolution; followed by (2) a majority vote of the board of directors at any meeting of the board for which no fewer than two (2) days prior written notice of consideration of such action shall be given, stating that the purpose or one of the purposes of the meeting is to consider dissolving the corporation and containing a copy or summary of the plan of dissolution. The plan of dissolution shall indicate the organization or organizations to which the corporation's assets shall be distributed after all creditors have been paid. If at any time the corporation shall have no members, the board of directors may dissolve the corporation by majority vote at any meeting of the board for which notice is given as stated above.

**Section 8.2 Distribution of Assets.** Upon dissolution or final liquidation, after payment or provision for payment of all liabilities and obligations of the corporation, the remaining assets of the corporation shall be distributed to the Ford Family Foundation so long as

it then qualified for exemption under the provisions of Section 501(c)(3) of the Code, or any successor provision, or if it does not qualify, then to any other organization or organizations that would then qualify for exemption under Section 501(c)(3) of the Code, or any successor provision, for similar or identical uses and purposes.

## **ARTICLE IX AMENDMENT**

These Articles of Incorporation may be amended by (1) a majority vote of the members at a meeting for which no fewer than seven (7) days prior written notice of consideration of such action shall be given, including a copy or a summary of the amendments proposed; followed by (2) a majority vote of the board of directors at any meeting of the board for which no fewer than two (2) days prior written notice of consideration of such action shall be given, including a copy or a summary of the amendments proposed. If at any time the corporation shall have no members, the board of directors may amend the Articles by majority vote at any meeting of the board for which two (2) days prior written notice of consideration of such action shall be given, including a copy or summary of the amendments proposed.

## **ARTICLE X LIMITATION OF LIABILITY**

The personal liability to the corporation or any Director or uncompensated Officer for monetary damages for that person's conduct as a Director or Officer is hereby eliminated; provided, however, that such Director or Officer shall remain liable for any breach of such Director's or Officer's duty of loyalty to the corporation, acts or omissions by such Director or Officer which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which the Director or Officer derived an improper personal benefit, and any act or omission in violation of ORS 65.361 to 65.367, as in effect on the date of these Articles.

## **ARTICLE XI INDEMNIFICATION**

**Section 11.1 Right to Indemnification.** Pursuant to ORS 65.387 to 65.414, the corporation shall indemnify, to the fullest extent provided in the 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 11.2 Advance for 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 11.3 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 11.4 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 11.5 Definition of Terms.** The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

## ARTICLE XII INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
William D. Miner	1300 SW Fifth Avenue, Suite 2300 Portland, OR 97201

## ARTICLE XIII NOTICES

The name and address of the person to whom the Corporation Division may mail notices required by law are:

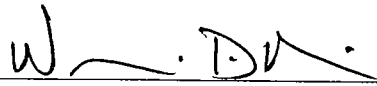
<u>Name</u>	<u>Address</u>
DWT Oregon Corp.	1300 SW Fifth Avenue, Suite 2300 Portland, OR 97201

## ARTICLE XIV CONTACT

The person to contact about this filing is:

<u>Name</u>	<u>Telephone Number</u>
William D. Miner	(503) 241-2300

Dated this 4<sup>th</sup> day of December, 2008

  
\_\_\_\_\_  
William D. Miner, Incorporator