

# State of Oregon

## Department of Commerce Corporation Division

### Certificate of Incorporation

OF

LEAGUE OF WOMEN VOTERS OF PORTLAND, OREGON

*The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.*

*Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.*

**In Testimony Whereof,** *I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this*  
7th day of September, 1977.

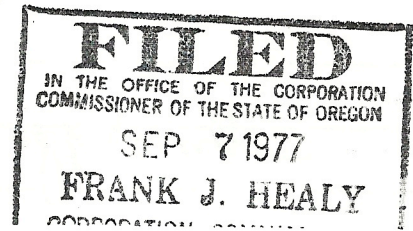


**Frank J. Healy**  
Corporation Commissioner

By Shirley Smith  
Chief Clerk

One or more natural persons of the age of 18 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of corporation.

Nonprofit  
**Articles of Incorporation**  
OF  
**LEAGUE OF WOMEN VOTERS OF PORTLAND, OREGON**



The undersigned natural person(s) of the age of eighteen years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

**ARTICLE I** The name of this corporation is LEAGUE OF WOMEN VOTERS OF PORTLAND, OREGON

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS 61.071.)

and its duration shall be In perpetuity

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

**To promote political responsibility through informed and active participation  
of citizens in government.**

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

**ARTICLE III** The address of the initial registered office of the corporation is 519 S. W. Third, 610 Dekum Building Portland, Oregon 97204  
(Street and Number) (City and State) (Zip)

and the name of its initial registered agent at such address is Judy Keltner

**ARTICLE IV** The number of directors constituting the initial <sup>(executive)</sup> ~~board of~~ directors of the corporation is 5  
(At least three), and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

Name	Address	
	(Street and Number)	(City and State) (Zip)
Judy Keltner	2603 N. E. 32nd Pl	Portland, OR 97212
Melissa Shuping	2729 N.E. 14th	Portland, OR 97212
Louise Questad	6803 S.W. 15th	Portland, OR 97219
Ruthann Mogen	18120 S.W. Jay St.	Aloha, OR 97005
Sue Hein	7125 S.E. 20th	Portland, OR 97202



\*\*\*10.00  
3076  
AUG 25-77

ARTICLE V The name and address of each incorporator is:

<u>Name</u>	<u>(Street and Number)</u>	<u>Address</u> <u>(City and State)</u>	<u>(Zip)</u>
Judy Keltner	2603 N.E. 32nd Pl	Portland, OR	97212
Melissa Shuping	2729 N.E. 14th	Portland, OR	97212
Louise Questad	6803 S.W. 15th	Portland, OR	97219
Ruthann Mogen	18120 S.W. Jay St.	Aloha, OR	97005
Sue Hein	7125 S.E. 20th	Portland, OR	97202

ARTICLE VI The provisions for the distribution of assets on dissolution or final liquidation are:

All moneys and securities which may at the time be owned by or under the absolute control of the League of Women Voters of Portland shall be paid to the League of Women Voters of Oregon after the Board of Directors has paid or made provision for the payment of all the liabilities of the League of Women Voters of Portland. All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned or under the control of the League of Women Voters of Portland shall be disposed of by any officer or employee of the organization having possession of same to such person, organization or corporation, for such public, charitable, or educational uses and purposes as may be designated by the then Board of Directors of the League of Women Voters of Portland.

ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.)

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

Judy Keltner  
Ruthann Mogen  
Louise Questad

Sue Hein  
Melissa Shuping

Dated August 24, 1977

File with Corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.

Registry Number:

123439-19

(If known)

ARTICLES OF AMENDMENT  
Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

League of Women Voters of Portland, Oregon

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read.

3. The amendment(s) was adopted on May 23, 19 91. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

☐ Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

☒ Membership approval was required. The membership vote was as follows:

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
<u>1</u>	<u>238</u>	<u>238</u>	<u>26</u>	<u>0</u>

Execution:

Cheri Unger  
Signature

Cheri Unger  
Printed Name

President  
Title

Person to contact about this filing:

Vicki A. Ballou  
Name

(503) 221-1440  
Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to:  
Corporation Division, 158 12th Street NE, Salem, Oregon 97310-0210. If you have any questions,  
please call (503) 378-4166.



LEAGUE OF WOMEN VOTERS OF PORTLAND, OREGON

Amendment to Articles

1. Article VI shall be amended as follows:

Article VI. Upon dissolution or final liquidation of the Corporation, and after all liabilities and obligations of the Corporation have been paid or satisfied or adequate provision made for their payment or satisfaction, the remaining assets of the Corporation shall be distributed as follows:

A. All monies and securities which may be owned by or under the control of the Corporation (the assets) shall be distributed to the League of Women Voters of Oregon (the State League), provided that the State League is, at that time, a qualified nonprofit corporation organized for public or charitable purposes. If the State League does not qualify, then the assets shall be distributed to the League of Women Voters of the United States (the National League). If the National League does not qualify, then the assets shall be distributed to a qualified nonprofit corporation whose goals and purposes are similar to those of the Corporation.

B. All other property which may be owned by or under the control of the Corporation shall be distributed by any officer or employee of the Corporation to such public, charitable or educational nonprofit corporation selected by the Board of Directors of the Corporation. In any event, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors or officers or other private persons except that the Corporation may pay reasonable compensation for services rendered.

2. The following articles shall be added:

Article VII. This Corporation has members and is a public benefit corporation as those terms are defined in the Oregon Nonprofit Corporation Act, as it exists on this date or as it may be amended (the Act).

Article VIII. To the fullest extent permitted by the Act, no director or officer of the Corporation shall be liable to the Corporation or its members for monetary damages for conduct as a director or officer. Any amendment to or repeal of this provision or to the Act shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this section unless the change in the law specifically requires such reduction or elimination.

Article IX. The Corporation may indemnify, to the fullest extent permitted by law, any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any 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, trustee, officer, employee, or agent of the Corporation or any of its subsidiaries, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation or any of its subsidiaries, or served at the request of the Corporation as a director, trustee, officer, employee or agent or as a fiduciary of any employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. Any indemnification provided pursuant to this Article IX shall not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of these amended Articles of Incorporation, the Bylaws, agreement, statute, policy of insurance or otherwise.

Article X. The use of absentee ballots and proxies by the members of the Corporation is expressly prohibited.