

One or more natural persons of the age of 21 years or over 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 Incorporation.

FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
APR 18 1975
FRANK J. HEALY
CORPORATION COMMISSIONER

Nonprofit

Articles of Incorporation
OF

CITIZENS PLANNING BOARD, INC.

The undersigned natural person(s) of the age of twenty-one 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 _____

CITIZENS PLANNING BOARD, INC.

(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 _____ Perpetual

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

Any lawful activity under chapter 61.

(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 _____

John Toran, Jr. 234 SW Salmon St. Portland Oregon 97204
(Street and Number) (City and State) (Zip)

and the name of its initial registered agent at such address is _____ John Toran, Jr.

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is

Three (3), 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	(Street and Number)	Address (City and State)	(Zip)
(1) MR. JAMES LOVING	4028 N. MICHIGAN AVENUE	PORTLAND, OR	97227
(2) MR. GREGG MATSON	4841 N. E. RODNEY AVENUE	PORTLAND, OR	97211
(3) MR. CHARLIE FORD	4012 N. COMMERCIAL AVENUE	PORTLAND, OR	97227

NORTHEAST COALITION OF NEIGHBOR



10987113-12591320

ZIMGNEW

ARTICLE V The name and address of each incorporator is:

Name	Address (Street and Number)	Address (City and State)	(Zip)
(1) MR. JAMES LOVING	4028 N. MICHIGAN AVENUE	PORTLAND, OR	97227
(2) MR. GREGG WATSON	4841 N. E. RODNEY AVENUE	PORTLAND, OR	97211
(3) MR. CHARLIE FORD	4012 N. COMMERCIAL AVENUE	PORTLAND, OR	97227

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

Upon dissolution of the corporation, the assets shall be distributed to charitable, educational, religious or community organizations in a manner consistent with Section 501 (c) (3) of the Internal Revenue Code. This corporation shall not conduct any activities not permitted to be conducted by an organization exempt under the aforementioned code.

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

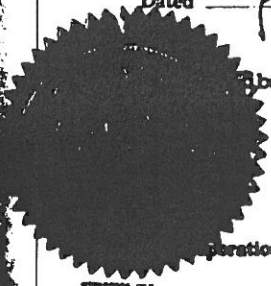
We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

James Loving
Gregg C. Watson
Charlie Ford

Dated April 17 1975

Subscribed and sworn to by the undersigned

[Signature]
Notary Public for Oregon
My Commission Expires 11/25/75



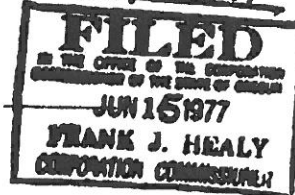
13-N
7-71

Articles of Amendment—Nonprofit
Submit in duplicate
Filing Fee: \$1.00

Articles of Amendment

FILE NO. 109871

CITIZENS PLANNING BOARD, INC.



Pursuant to ORS 61.570 these Articles of Amendment were adopted by the undersigned corporation:

1. The present (not new) corporate name is CITIZENS PLANNING BOARD, INC.

2. The following amendment of the Articles of Incorporation was adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(Set forth article(s) in full as will be amended to read.)

ARTICLE I

The name of the corporation shall be NORTHEAST COALITION OF NEIGHBORHOODS, INC., and its duration shall be perpetual.

ARTICLE II

To accept, receive and administer grants applied for and received from State, Federal, local governments and private sources for the purpose of achieving the comprehensive plan as developed, adopted and approved by the Board of Directors of NORTHEAST COALITION OF NEIGHBORHOODS, INC. The NORTHEAST COALITION OF NEIGHBORHOODS, INC., shall have exclusive direction and control of progress and plans developed for the implementation of the comprehensive plan.

ARTICLE VII

The initial Board of Directors shall be those persons acting as directors of the NORTHEAST COALITION OF NEIGHBORHOODS, INC., at the time of filing of the within Articles of Incorporation.

NORTHEAST COALITION OF NEIGHBOR



10987113-3245879 NMC

3. (Check below the statement which is appropriate:)

- The amendment was adopted at a meeting of the Board of Directors on _____, 19____, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
- The amendment was adopted at a meeting of the members on March 15, 19 77, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

We, the undersigned, 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.

CITIZENS PLANNING BOARD, INC.

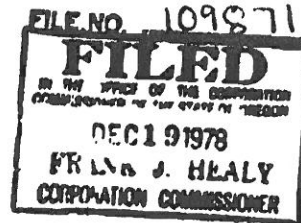
Present (not new) Corporate Name

By James Lavin and Charles Ford
As current President Its past Secretary

Dated June 14, 19 77

13-N
7-71

Articles of Amendment—Nonprofit
Submit in duplicate
Filing Fee: \$5.00



Articles of Amendment

of

Northeast Coalition of Neighborhoods, Inc.

Pursuant to ORS 61.370 these Articles of Amendment were adopted by the undersigned corporation:

1. The present (not new) corporate name is Northeast Coalition of Neighborhoods, Inc.

2. The following amendment of the Articles of Incorporation was adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(Set forth article(s) in full as will be amended to read.)

ARTICLE II

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The corporation is organized for nonprofit community service and shall not have capital stock. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The corporation shall not carry out any other activities not permitted to be carried on.

- (a) by a corporation exempted 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 provision of any future United States Internal Revenue Law).

The interest of each incorporator or member shall be equal to that of any other, and no incorporator or member can acquire any interest which will entitle him to any greater vote or interest than any other member. The private property of the members of this corporation shall not be liable for the debts of this corporation.

NORTHEAST COALITION OF NEIGHBOR



10987113-11914779

AMDART

3. (Check below the statement which is appropriate:)

- The amendment was adopted at a meeting of the Board of Directors on _____, 19____, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
- The amendment was adopted at a meeting of the members on September 19, 1978, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

We, the undersigned, 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.

NORTHEAST COALITION OF NEIGHBORHOODS, INC.
Present (not new) Corporate Name

By James Loring and Carol Strong
Its current President Its current Secretary

Dated 10-30, 1978

Application/Certification
of Reinstatement

Filing Fee \$ 10.00

Submit in duplicate

APPLICATION FOR REINSTATEMENT

FILE NO. 109871
FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
JUN 23 1981
FRANK J. HEALY
CORPORATION COMMISSIONER

TO THE CORPORATION COMMISSIONER OF THE STATE OF OREGON

The undersigned corporation was organized under the laws of Oregon and involuntarily dissolved on October 27, 1980.

The corporation has now corrected the neglect, omission or delinquency causing the dissolution and paid all other fees and charges due and, hereby requests to be reinstated.

NORTHEAST COALITION OF NEIGHBORHOODS, INC.

Date: May 31, 1981

By Sharon A. McCornack Treasurer
(Title)

CERTIFICATE OF REINSTATEMENT

Finding that the above corporation has corrected the neglect, omission or delinquency causing its involuntary dissolution and paid all other fees and charges due;

THEREFORE, in accordance with the provisions of ORS 57.585 (2) (c), said corporation is hereby reinstated.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce this 23rd day of June, 1981.

FRANK J. HEALY
CORPORATION COMMISSIONER

By Shelley Smith

NORTHEAST COALITION OF NEIGHBOR



10987113-12591328

ZIMGREI

Submit the original
and one true copy
\$10.00



SECRETARY OF STATE
Corporation Division
Business Registry
158 12th Street NE
Salem, OR 97310-0210
(503) 378-4166

THIS SPACE FOR OFFICE USE ONLY

FILED

FEB 26 1993

SECRETARY OF STATE

Registry Number:

10971-13

RESTATED ARTICLES OF INCORPORATION Nonprofit Corporation

1. Name of the corporation prior to amendment: Northeast Coalition of Neighborhoods, Inc.

2. New name of the corporation (if changed): _____

3. A copy of the restated articles is 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 _____ 19___. 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 January 19 1993. The vote of the members 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>20</u>	<u>20</u>	<u>11</u>	<u>0</u>

Execution: Edna M. Robertson Signature Edna M. Robertson, Executive Director Printed name _____ Title

© Person to contact about this filing: Edna M. Robertson Name 823-4575 Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, Business Registry, 158 12th Street NE, Salem, Oregon 97310-0210.

NP-3 (5/90)

01299300714 831.219

10.00

CAF
2-8-90

NORTHEAST COALITION OF NEIGHBOR

3/23/96



10987113-3245870

NBA

109871-13

ARTICLES OF INCORPORATION OF THE

NORTHEAST COALITION OF NEIGHBORHOODS

Amended September 19, 1978

Revised January 19, 1993

ARTICLE I NAME, STATUS, LOCATION, AND BOUNDARIES

Section 1. Name and Status. The name of the corporation shall be the **NORTHEAST COALITION OF NEIGHBORHOODS, INC.**, hereafter referred to as **NECN**, and its duration shall be perpetual. **NECN** is a Public Benefit corporation.

Section 2. Location. The registered office of **NECN** shall be located within the defined area described in Article I, Section 3.

Section 3. Defined Area. **NECN's** service area is generally bounded by Interstate 5 on the west, Columbia Boulevard on the north, NE 42nd Avenue on the east, and Interstate 84 on the south.

ARTICLE II PLAN AND FUNDING

NECN may accept, receive and administer grants applied for and received from State, Federal, Local governments and private sources for the purpose of achieving the annual work plan as developed, adopted and approved by the Board of Directors of **NECN**. **NECN** shall have exclusive direction and control of programs and plans developed for the implementation of the annual work plan.

ARTICLE III PLAN IMPLEMENTATIONS

NECN may contract with State, Federal, local governments and private sources for all services as required in connection with the implementation of said annual work plan. **NECN** shall distribute resources to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code of 1954 or are in accordance with the provisions of Chapter 65 of the Oregon Revised Statutes. **NECN** may do all other acts and things which are not prohibited to a nonprofit corporation organized under Chapter 65 of the Oregon Revised Statutes, and which are necessary, desirable or appropriate to the accomplishment of the the other objects, purposes and powers of this corporation.

ARTICLE IV. TAX EXEMPT STATUS

NECN is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code. **NECN** is organized for non-profit community service and shall not have capital stock. No part of the net earnings of the Corporation **NECN** shall inure to the benefit of or be distributable to its members, trustees, or other private persons except that the Corporation **NECN** shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles II and III hereof. **NECN** shall not carry out any other activities not permitted to be carried on

(a) by a corporation exempted 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 provision of any future United States Internal Revenue Law).

The interest of each incorporator or member shall be equal to that of any other, and no incorporator or member can acquire any interest which will entitle him to any greater vote or interest than any other member. The private property of the members of **NECN** shall not be liable for the debts of this corporation **NECN**.

ARTICLE V. MEMBERSHIP ID

Although **NECN** shall not have or issue any capital stock, it may, if and to the extent authorized by the bylaws, issue cards, certificates or other indicia of membership.

**ARTICLE VI.
RECEIPTS AND OWNERSHIP**

All properties whether real or personal received by NECN are owned by NECN and shall at no time be distributed as dividends to the members of the Corporation but shall instead be placed in the appropriate fund for further use, consistent with the purposes of NECN as set forth in Articles II and III above.

**ARTICLE VII.
BYLAWS**

The Board of Directors of NECN shall adopt such bylaws consistent with these articles as shall be appropriate to the conduct of its affairs. The right to alter, amend and repeal such bylaws in such manner as the purposes of this corporation may from time to time require is reserved to the Board of Directors, and any such action to be taken in accordance with such procedure as is provided in the bylaws.

**ARTICLE VIII.
DISSOLUTION**

Upon dissolution of NECN, the assets shall be distributed to charitable, educational, religious or community organizations in a manner consistent with Section 501(c)3 of the Internal Revenue Code. NECN shall not conduct any activities not permitted to be conducted by an organization exempt under the aforementioned code.

**ARTICLE IX.
DIRECTOR AND OFFICER LIABILITY**

Section 1. No director or uncompensated officer shall be personally liable to NECN or to its members for monetary damages for conduct as a director or officer, except for:

- a. Any breach of the director's or officer's duty of loyalty to NECN;
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. Any unlawful distribution;
- d. Any transaction from which the director or officer derived an improper benefit; and
- e. Any act or omission in violation of ORS Section 65.361 (Director conflict of interest), 65.364 (Loans

to or guarantees for directors and officers), or 65.367 (Liability for unlawful distributions).

f. Any other exceptions covered by law.

Section 2. A director or officer is not liable to NECN, any member or any other person for any action taken as a director or officer, if the director acted in compliance with ORS 65.357 (General standards for directors) or if the officer acted in compliance with ORS 65.377 (Standards of conduct for officers)

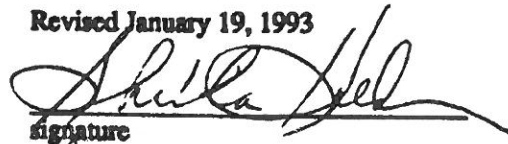
**ARTICLE X.
DIRECTOR AND OFFICER IDEMNIFICATION**

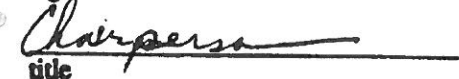
NECN shall indemnify within the limits of its insurance any individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of NECN against liability incurred in the proceeding if the Board of Directors determines that:

- a. The conduct of the individual was in good faith;
- b. The individual reasonably believed that the individual's conduct was in the best interest of NECN, or at least not opposed to its best interest; and
- c. In the case of any criminal proceedings, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

Otherwise, indemnification is limited to the extent allowed by law.

Revised January 19, 1993


signature


title

1/19/93
date



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: 109871-13
Date of Incorporation: 04/18/1975
Type: DOMESTIC NONPROFIT CORPORATION

FILED

JUL 22 2008

**OREGON
SECRETARY OF STATE**

RE: NORTHEAST COALITION OF NEIGHBORHOODS, INC.

APPLICATION FOR REINSTATEMENT/REACTIVATION

Please complete and return this letter and any enclosed documents for filing the requested reinstatement/reactivation.

Submit \$100 for the required fees.

The above entity hereby requests to be active on the records of the Corporation Division. The effective date of administrative dissolution is 06/20/2008

The reason(s) for administrative dissolution has been eliminated or did not exist.

By: A. Helebo Date: 7/14/08
(Authorized Signature)

Any fees submitted with this document are non refundable and will be held for 45 days. If the document is returned for filing within 45 days no additional fees will be due unless otherwise stated in this letter.

Business Registry
Corporation Division
(503) 986-2200



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

REINSTATEMENT ANNUAL REPORT
Registry Number: 100871-13
Date of Incorporation: 04/18/1976

Type: DOMESTIC NONPROFIT CORPORATION

WILLIE BROWN
4815 NE 7TH AVE
PORTLAND OR 97211

FILED

JUL 29 2008

OREGON
SECRETARY OF STATE

Name of Domestic Nonprofit Corporation
NORTHEAST COALITION OF NEIGHBORHOODS, INC.

Jurisdiction: OREGON

Non Profit: Public Benefit With Members

The following information is required by statute. Please complete the entire form.

Registered Agent

WILLIE BROWN *Paige Coleman*
4815 NE 7TH AVE
PORTLAND OR 97211

If the Registered Agent has changed,
the new agent has consented to the appointment.
Oregon street address required.

1) Type of Business

2) Principal Place of Business (Address, city, state, zip)

4815 NE 7TH AVE
PORTLAND OR 97211

3) Mailing Address (Address, city, state, zip)

4) President (Name & Address)

RON LASTER
2803 NE 39TH AVE
PORTLAND OR 97212

5) Secretary (Name & Address)

BICK LEVY *Meryl Mix*
~~2844 NE 17TH AVE~~ *2525 NE 34th Ave*
PORTLAND OR 97212

6) Signature

[Handwritten Signature]

7) Printed Name

Meryl Mix

8) Date

07/14/08

9) Daytime Phone Number

503 282-5446

Make check payable to "Corporation Division" and mail completed form with payment to
Secretary of State, Corporation Division, 255 Capitol ST NE Suite 151, Salem, OR 97310

Note: You can also fax to (503) 378-4381. Filing fees may be paid with VISA or MasterCard.
Submit the card number and expiration date on a separate page for your protection.

NRPF1-071408