

EXHIBIT A

Articles of Incorporation

I

The name of this corporation is Pioneer Courthouse Square of Portland, Inc, and its duration shall be perpetual.

II.

The corporation is a public benefit corporation organized for the charitable purpose of managing and maintaining Pioneer Courthouse Square in the City of Portland, Oregon, soliciting, receiving, holding, investing, and administering contributions made to the corporation to carry out its purpose; entering into contracts with the city of Portland and other public and private entities to carry out its purpose, engaging in all other charitable activities related thereto and in support thereof, and engaging in any lawful activity, none of which is for profit, for which corporations may be organized under the Oregon Non-Profit Corporation law; provided, however, that this corporation shall at no time be empowered to engage in purposes or activities not permitted by Section 501 (c) (3) or Section 170 (c) (2) of the United States Internal Revenue Code as amended or the corresponding provisions of any future United States Internal Revenue law.

III

The number of trustees constituting the Board of Trustees of the corporation is determined by a majority vote of the Board of Trustees

IV

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation dispose of all the assets of the corporation exclusively to the City of Portland. Said assets to be used solely for the managing, maintaining, and funding of Pioneer Courthouse Square. Any of the assets not so disposed of shall be disposed of by the Circuit Court of Multnomah County, Oregon exclusively for charitable purposes or to an organization or organizations which shall be exclusively organized for such purposes and which will qualify at that time as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as amended or the corresponding provisions of any future United States Internal Revenue law.

V

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons except 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 II hereof. 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 or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements on behalf or in support of any such candidate.

VI

These Articles of Incorporation may be amended by a majority of the entire Board of Trustees at any meeting for which thirty (30) days written notice of consideration of such an action shall be duly given, to each member of the Board of Trustees of this corporation, provided, however, that any amendment, repeal or restatement of these Articles of Incorporation shall be subject to the approval of a majority of the members of the City Council of the city of Portland, Oregon.

VII.

This corporation shall have no members but shall be managed by a Board of Trustees as provided by law, by these Articles of Incorporation and by the By-laws. The Board of Trustees shall consist of a number to be determined by a majority vote of the Board of Trustees, providing, however, that one member shall be the City of Portland Commissioner in charge of Portland Parks and Recreation. The Board of Trustees will determine the limit of terms for the Trustees.

VIII

Due to the general public interest in the business of this corporation, all meetings of the corporation shall be subject to the requirements of the Oregon Statutes relating to meetings held by governmental bodies and the records of the corporation shall be subject to the requirements of the public records law of the State of Oregon applicable to governmental bodies.

RESOLUTION No.

35808

Approve Amendment of Articles of Incorporation of Pioneer Courthouse Square of Portland, Inc. (Resolution)

WHEREAS Pioneer Courthouse Square of Portland, Inc , is a private, non-profit corporation that manages the park at Pioneer Courthouse Square under an agreement with the City of Portland; and

WHEREAS the Board of Directors of Pioneer Courthouse Square of Portland, Inc has approved amendments to the corporation's articles of incorporation by adopting a new set of articles, attached as an exhibit to this Resolution; and

WHEREAS the existing articles require the approval of the City Council of the City of Portland of any amendment, and

WHEREAS the adoption of the new articles would better enable the corporation to fulfill its purposes and are in the public interest, and

WHEREAS the City Attorney has recommended that the Council approve the amendments to the articles of incorporation,

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Portland approves the amendment of the Articles of Incorporation of Pioneer Courthouse Square of Portland, Inc , by the adoption of the articles set forth in Exhibit A to this Resolution.

Adopted by the Council: **JUL 28 1999**
Commissioner Francesconi

GARY BLACKMER
Auditor of the City of Portland
By *Britta Olson*
Deputy

1083

Agenda No

RESOLUTION NO.

35808

Title

Approve Amendment of Articles of Incorporation of Pioneer Courthouse Square of Portland, Inc (Resolution)

INTRODUCED BY	DATE FILED JUL 23 1999
Jim Francesconi	Gary Blackmer Auditor of the City of Portland
NOTED BY COMMISSIONER	
Affairs	By <u>Gary Kershner</u> Deputy
Finance and Administration	For Meeting of _____
Safety	
Utilities <i>JK/WT</i>	ACTION TAKEN
Works	
BUREAU APPROVAL	
Bureau Parks & Recreation	
Prepared by HAuerbach Date 6/30/99	
Budget Impact Review	
<input type="checkbox"/> Completed <input type="checkbox"/> Not Required	
Bureau Head	

AGENDA		FOUR-FIFTHS AGENDA	COMMISSIONERS VOTED AS FOLLOWS	
			YEAS	NAYS
Consent	Regular	Francesconi	S	
NOTED BY		Hales		
City Attorney		Saltzman		
City Auditor		Sten		
City Engineer		Katz		