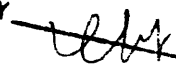


WM. E. ROBERTS
806 S.W. BROADWAY
PORTLAND, OREGON 97205

4349
148975

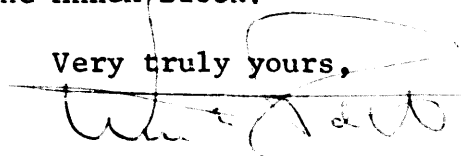
December 12, 1979

RECEIVED
DEC 17 9 10 AM 1979
GEORGE JEROME, AUDITOR
CITY OF PORTLAND, ORE.
BY 

City Council of Portland
City Hall
1220 S. W. 5th Avenue
Portland, OR 97204

Dear Council Members:

The City Council assignment to the directors of the nonprofit corporation - formerly "Portland General Services," now "The City of Portland Oregon Public Building Corporation" was the construction, financing, and leasing of the City of Portland public office building on the Annex Block. It has been suggested that the assignment includes the Portland Police facility in the Detention Center on the Lennox block. To avoid misunderstanding and confusion, this corporation will limit its activities and responsibility to the specifically assigned project - the city office building on the Annex Block.

Very truly yours,


William E. Roberts, President

WER:ft

Nonprofit
ARTICLES OF INCORPORATION
OF
CITY OF PORTLAND, OREGON PUBLIC BUILDINGS CORPORATION

The undersigned natural person of the age of eighteen years or more, acting as incorporator under the Oregon Nonprofit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE I: The name of this corporation is CITY OF PORTLAND, OREGON PUBLIC BUILDINGS CORPORATION and its duration shall be perpetual.

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

A. To assist in financing the acquisition, construction and/or capital improvement of facilities, including either real or personal property, used or to be used by the City of Portland, Oregon (the "City") in providing offices for the City's municipal operations, and in providing office space for lease to tenants and sub-tenants.

B. To act exclusively for charitable purposes as a nonprofit corporation with its activities to be conducted in such a manner that no part of its profits or net earnings or dividends will inure

to the benefit of any Director, officer or any other person or private corporation, and all funds obtained by the corporation shall be used to further its purposes.

C. To promote the common good and general welfare of the City and the residents thereof.

D. To conduct its business and affairs so as to give to the City, after all the corporation's bonds or other obligations at any time outstanding under any specified trust indenture, indenture of mortgage, or other security or trust instrument, the proceeds of which have been used to finance a particular facility, have been fully paid, all right, title and interest of the corporation in or to such facility, including its real estate described in and/or mortgaged under such security instrument, including necessary easements, and to its equipment for which a portion of the proceeds of said bonds or other obligations have been expended (or if such original equipment has been replaced, then equipment of equal or greater value), so that the City may acquire such properties and assets without consideration on its part, and free and clear of liens thereon.

E. To receive, whether by way of outright, limited or conditional gifts, or grants in trust, inter vivos or by way of testamentary devises, bequests or grants in trust, or otherwise, property of all kinds, including both real, personal and mixed, whether principal or income, tangible or intangible, present or future, vested or contingent, in order to carry out the purposes of this

corporation.

F. To engage in any lawful activity for which corporations may be organized under Chapter 61 of Oregon Revised Statutes.

ARTICLE III: The address of the initial registered agent of the corporation is 1220 S.W. Fifth Avenue, Portland, Oregon 97204, and the name of its initial registered agent at such address is Christopher P. Thomas.

ARTICLE IV: The number of Directors constituting the initial Board of Directors of the corporation is five, and the names and addresses of the persons who are to serve as Directors until their successors are appointed and shall qualify are:

POSITION NUMBER

NAME AND ADDRESS

- | | |
|----|--|
| 1. | Leland H. Johnson First National Bank of Oregon 1300 S.W. Fifth Avenue Portland, Oregon 97201 |
| 2. | Fred Jensen Fred Meyer Savings and Loan 815 N.E. Davis Portland, Oregon 97232 |
| 3. | William E. Roberts B & D Development Company 806 S.W. Broadway Portland, Oregon 97205 |

4. Charles H. Bleeg
Chas. H. Bleeg Motors
1540 N.E. Sandy Blvd.
Portland, Oregon 97232
5. Harry Kane
9717 S.E. Cambridge Lane
Milwaukie, Oregon 97222

ARTICLE VI: The name and address of the incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| Christopher P. Thomas | 1220 S.W. Fifth Avenue Portland, Oregon 97204 |

ARTICLE VI: In order to accommodate the transfer of such facilities and such equipment to the City, the corporation shall have the power and authority to grant to the City in any trust indenture or similar document an option to purchase all right, title and interest of the corporation in and to such facilities and such equipment for an amount sufficient to pay or redeem the bonds or other obligations in the manner and upon the terms and conditions as shall be provided in the trust indenture or similar trust document. In addition, this corporation shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which this corporation is formed and the Directors hereby claim for this corporation all the benefits, privileges, rights and powers created, given, extended or conferred by provisions of all applicable laws of the State of Oregon pertaining to nonprofit corporations, and any additions or amendments thereto,

but only to the extent this corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, is not adversely affected thereby; provided, however, that this corporation shall be empowered to issue bonds or other obligations for the purpose of financing or helping to finance such facilities and/or equipment only upon prior express approval of such bonds or other obligations and the financing plan under which they are issued by the governing body of the City.

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

A. The corporation may be dissolved at any time by a unanimous vote of the entire Board of Directors at a meeting for which thirty days written notice of consideration of such action shall be duly given, both to all members of the Board of Directors of the corporation and to all members of the governing body of the City of Portland, Oregon.

B. Prior to the dissolution or liquidation of this corporation, and after the payment of all its liabilities, the facilities for which either bond proceeds or the proceeds of other obligations of the corporation have been expended (and, if original equipment has been replaced, equipment of at least equal value) shall be transferred to the City free and clear of all liens and without consideration of any kind or nature.

C. Subject to the provisions of subparagraph B above, all of the remaining assets of the corporation shall be used for and applied to the purposes and objectives described in Article II above. Such assets thereafter remaining shall be transferred to the City.

D. Subject to the obligation of tender in Article II.D. above and any option to purchase granted pursuant to Article VI. above, any conveyance, sale, transfer, encumbrance or any hypothecation of substantially all of the corporation's assets or of any real property belonging to the corporation and used for the City's operational purposes shall require the affirmative vote by the majority of the Board of Directors of this corporation at any meeting for which thirty days written notice of consideration of such action shall be duly given, both to each member of the Board of Directors of this corporation and to each member of the governing body of the City.

ARTICLE VIII: These Articles of Incorporation may be amended by a majority of the entire Board of Directors at any meeting for which thirty days written notice of consideration of such an action shall be duly given, both to each member of the Board of Directors of this corporation and to each member of the governing body of the City; provided, however, that Article II and Article VII.B. and C. may not be altered, amended, repealed or restated if such action would materially change the substance and purpose thereof, and provided further, that any amendment of these Articles of Incorporation shall be subject to the approval of a majority of the governing body of the City.

ARTICLE IX: This corporation shall have no members but shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation and by the Bylaws. The Board of Directors shall consist of not less than three nor more than seven Directors appointed by the governing body of the City. The regular term of office for each Director shall be three (3) years; provided, however, that the terms of the initial Directors may be for a shorter period of time as provided in the Bylaws so as to permit staggered terms for the Directors; and provided further, however, that the Directors shall at all times serve at the pleasure of a majority of the governing body of the City. There shall be no limit on the number of terms a Director may serve.

ARTICLE X: -The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation to procure a judgment in its own favor, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is, or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, or is, or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by him in connection with the action, suit, or proceeding.

BYLAWS
OF
CITY OF PORTLAND, OREGON PUBLIC BUILDINGS CORPORATION

ARTICLE I

This corporation shall have no members but shall be governed and managed by a Board of Directors.

ARTICLE II

Section 1. The Board of Directors shall consist of five (5) Directors.

Section 2. The members of the Board of Directors shall be appointed by a majority of the governing body of the City of Portland, Oregon (the "City"). There shall be no limit on the number of terms which a Director may serve.

Section 3. Directors shall serve for a term of three (3) years, provided, that the Directors shall at all times serve at the pleasure of a majority of the governing body of the City; and further provided, however, that in order that the terms may be staggered, the terms of those Directors appointed to Positions No. 1 and No. 2 of the initial Board shall be for two (2) years.

Section 4. All corporate powers, except such as are otherwise provided for in these Bylaws and by the Laws of the State of Oregon, shall be vested in and exercised by the Board of Directors. The Directors may by resolution delegate to committees of their

own number or to officers of the corporation such powers as they may see fit. The Directors may also create such other committees, standing or temporary, for the purpose of assisting in the formation, development, promotion and assistance to the corporation and the accomplishments of its objectives, as the Directors may determine to be necessary and proper.

Section 5. Regular meetings of the Board of Directors shall be held annually at such time and place as the Directors may from time to time determine for the purpose of election or re-election of officers for the ensuing year and the transaction of such other business as may properly come before the meeting. Except as otherwise provided in the Articles of Incorporation, notice of each regular meeting of the Board of Directors shall be mailed to each member of the Board of Directors and to each member of the governing body of the City at least seven (7) days prior to such meeting. The notification shall include the location, time, date and agenda of the meeting.

Section 6. Special meetings of the Board of Directors may be called by the President, and must be called by the President upon the written request of at least two (2) members of the Board of Directors. Except as otherwise provided in the Articles of Incorporation, notice of a special meeting of the Board of Directors shall be either mailed, hand-delivered or given verbally to each Director and to each member of the governing body of the City not less than forty-eight (48) hours prior to the meeting. The notification shall include the location, time, date and purpose of the

special meeting and, if given by mail, shall be considered given when it would normally be received by regular mail.

Section 7. A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Members of the Board of Directors shall not be compensated for their services as Directors. The Directors shall be reimbursed by the corporation for necessary expenses incurred in the execution of their duties and responsibilities, but such reimbursement for expenses to attend meetings, for all Directors, shall not exceed, for a fiscal year, the aggregate sum of Two Hundred and No/100 Dollars (\$200) plus reasonable and actual travel expenses. No member of the Board of Directors and no member of a Director's immediate family shall deal or contract with the corporation in any manner, either personally or by or through any business entity in which any Director or immediate family member is an employee, director or owner, either of record or beneficially, except for providing banking and utility services, and any dealing, contract or sub-contract entered into in contravention of this provision be void. No member of the Board of Directors shall be liable to account to the corporation for any profit realized by him or her from or through any transaction or contract of the corporation for the providing of banking or utility services. However, in the case of any such contractor or transaction requiring authorization by the Board of Directors, no member of the Board who personally or through any

firm or corporation is interested in such contract or transaction shall be entitled to vote thereon, although such Director may be counted in determining whether a quorum is present at any meeting upon which action thereon is taken; and such Director shall be responsible for disclosing to other members of the Board his or her interest in any such contract or transaction.

ARTICLE III

Section 1. The principal officers of the corporation shall be a President, Vice-President, a Secretary and a Treasurer. Each officer shall be elected by the Board of Directors from among its members and shall serve for a term of one year, subject to removal by majority vote of the entire Board of Directors at any meeting for which notice of consideration of such action shall have been duly given. In the event that any office shall become vacant due to death, resignation, removal or other cause, the Board of Directors shall appoint a successor to complete the term of the vacant office.

Section 2. The President shall preside over all meetings of the Board of Directors and shall discharge such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. The Vice-President shall preside over all meetings of the Board of Directors and shall assume all other duties of the President, in the absence or incapacity of the President, and shall discharge such other duties as may be prescribed from time to time by the Board of Directors.

Section 4. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors and of any standing or temporary committees thereof; shall see that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; shall be custodian of the corporate records and the seal of the corporation; shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized or required by law; and shall perform such other duties as are incident to the office of the Secretary or as from time to time may be requested by the Board of Directors.

Section 5. The Treasurer shall be the legal custodian of all corporate funds and securities. He shall deposit all funds in the name of the corporation in such bank or banks as the Board of Directors shall by resolution specify. He shall keep proper account books and perform such other duties as may be imposed upon him by the Board of Directors and as may be incident to the Office of Treasurer.

Section 6. The Board of Directors may by resolution create such additional and special offices as may be considered necessary or desirable in addition to those hereinabove described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board of Directors by resolution shall provide.

ARTICLE IV

The seal of this corporation, if any, shall be in such form as the Board of Directors may adopt, and after adoption of the seal, if adopted, the Directors shall cause an impression to be made hereon.

ARTICLE V

All checks, notes, mortgages, leases, assignments, negotiable instruments and contracts shall be signed by such person or persons as the Board of Directors, by resolution, may direct from time to time.

ARTICLE VI

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation to procure a judgment in its own favor, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is, or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with the action, suit, or proceeding.

There shall be no indemnification if the director or officer,

or former officer, director or person shall be adjusted in any action, suit or proceeding to be liable for his gross negligence or willful misconduct in the performance of this duties. This indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, or otherwise.

ARTICLE VII

These Bylaws may be amended at any regular or special meeting of the Board of Directors, for which notice of consideration of such action shall be duly given, by the affirmative vote of a majority of all members of the Board of Directors; provided, however, that amendments of Article II, Section 8 shall be subject to the approval of a majority of the governing body of the City.

ARTICLE VIII

Notwithstanding any other provisions of these Bylaws, no Director, Officer, employee or representative of this corporation shall take any action or carry out any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter may be amended.

There shall be no indemnification if the director or officer, or former officer, director or person shall be adjudged in any action, suit or proceeding to be liable for his gross negligence or willful misconduct in the performance of his duties. This indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

Christopher P. Thomas

DATED: _____, 1979

ORDINANCE No. 148975

An Ordinance approving the Articles of Incorporation and By-Laws of City of Portland, Oregon Public Buildings Corporation as a replacement for Portland General Services, Inc., and declaring an emergency.

Section 1. The Council finds:

- (1) That the City Council has heretofore by Ordinance No. 141654, passed by the Council April 28, 1976, provided for the formation of a non-profit Oregon corporation under the applicable Oregon Revised Statutes and Internal Revenue Code, Section 501(c)(3), and provided certain requirements of the Articles of Incorporation and By-Laws of the corporation.
- (2) That Ordinance No. 147384, passed by the Council March 14, 1979, approved the Articles of Incorporation and By-Laws of Portland General Services, Inc.
- (3) That it has been determined that it is desirable to incorporate a new non-profit corporation to replace and assume the purposes of the original Portland General Services, Inc.
- (4) That the Articles of Incorporation of City of Portland, Oregon Public Buildings Corporation are attached hereto and made a part of this ordinance as Exhibit A, being the proposed Articles of Incorporation and By-Laws of City of Portland, Oregon Public Buildings Corporation should be approved by the Council.

NOW, THEREFORE, the Council directs:

- (a) The Articles of Incorporation and By-Laws of City of Portland, Oregon Public Buildings Corporation, all attached as Exhibit A are hereby approved in all respects.

Section 2. The Council declares:

That an emergency exists in order that approval of the Articles of Incorporation and By-Laws of City of Portland, Oregon Public Buildings Corporation may be approved and the necessary action taken to qualify such corporation under the applicable provisions of the Internal Revenue Code without undue delay, therefore, this ordinance shall be in force and effect from and after its passage by the Council.

Passed by the Council, **JAN 2 1980**

Commissioner Ivancie
December 14, 1979
RLHurtig/fg


PRESIDENT OF THE COUNCIL AND ACTING
Mayor of the City of Portland

Attest:


Auditor of the City of Portland

See substitute exhibit

3
Calendar No. ~~4349~~

ORDINANCE No. 148975

Title

An Ordinance approving the Articles of Incorporation and By-Laws of City of Portland, Oregon Public Buildings Corporation as a replacement for Portland General Services, Inc., and declaring an emergency.

DEC 19 1979

CONTINUED TO JAN 2 1980

| THE COMMISSIONERS VOTED AS FOLLOWS: | | |
|-------------------------------------|------|------|
| | Yeas | Nays |
| Ivancie | 1 | |
| Jordan | 1 | |
| Lindberg | 1 | |
| Schwab | 1 | |
| McCready | | 1 |

| FOUR-FIFTHS CALENDAR | |
|----------------------|--|
| Ivancie | |
| Jordan | |
| Lindberg | |
| Schwab | |
| McCready | |

Filed DEC 14 1979

GEORGE YERKOVICH
Auditor of the CITY OF PORTLAND

Gordon R. Hall
Deputy

| |
|----------------------|
| INTRODUCED BY |
| Commissioner Ivancie |

| |
|----------------------------|
| NOTED BY THE COMMISSIONER |
| Affairs |
| Finance and Administration |
| Safety |
| Utilities <i>FJA</i> |
| Works |

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|--|
| BUREAU APPROVAL |
| Bureau: |
| Prepared By: Date: |
| RLHurtig/fg 12/14/79 |
| Budget Impact Review: |
| <input type="checkbox"/> Completed <input type="checkbox"/> Not required |
| Bureau Head: |

| |
|----------------------------------|
| NOTED BY |
| City Attorney |
| City Auditor |
| City Engineer <i>[Signature]</i> |
| |
| |