

State of Oregon

Department of Commerce Corporation Division

Certificate of Incorporation

OF

NEIGHBORHOODS WEST/NORTHWEST REVIEW BOARD

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
22nd day of August, 1979.



Frank J. Healy
Corporation Commissioner

NEIGHBORHOODS WEST/NORTHWEST RE

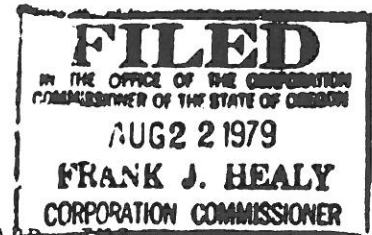


13867312-18705029

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FILE NO. 138673

ARTICLES OF INCORPORATION
NEIGHBORHOODS WEST/NORTHWEST REVIEW BOARD, INC.



The undersigned natural person, of the age of twenty-one years or more, acting as incorporator under the Oregon Non-profit Corporation Act, adopts the following Articles of Incorporation:

I

Name and Duration

The name of this corporation is NEIGHBORHOODS WEST/NORTHWEST REVIEW BOARD, hereinafter referred to as the CORPORATION, and its duration shall be perpetual.

II

Purposes and Powers

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

1. To provide a facility for education, research, and an exchange of information for the citizens of the Northwest/West District as such citizens may relate to their total environment.

2. To assist in furthering educational and social welfare activities and projects which will raise the level of the total Northwest/West District environment to that desired by its citizens.

3. To provide a facility and a forum for the recognized neighborhood associations in the Northwest/West District to exchange information and views, and to provide a facility for said associations to use in developing and in adopting such joint activities and projects as may further the purposes of the corporation.

4. To seek and obtain private and governmental funds for the purpose of improving the residential nature of northwest Portland and preventing the deterioration and loss of its housing.

5. Making of distributions to organizations that qualify as exempt organizations under IRC §501(c)(3).

6. This corporation is organized on a non-profit basis exclusively for educational, scientific and charitable purposes only.

7. No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activity not permitted to be carried on:

- (a) By a corporation exempt 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 provisions of any future United States Internal Revenue Law).

8. This corporation in the furtherance of its specific and primary purposes as enumerated in this article shall have and enjoy all of the powers granted, and engage in any lawful activity, none of which is for profit, for which corporations may be organized, under Oregon Revised Statutes Chapter 61.

III

Provisions in Event of Dissolution

In the event of dissolution of this corporation, after adequate provision has been made for payment of all debts and liabilities of the corporation, its remaining assets not being required by law or conditions imposed by any donor to be otherwise applied or distributed, shall be disposed of by the Board of Directors to such organization or organizations organized for purposes similar to those of this corporation and operated exclusively for educational and charitable purposes as at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of shall be disposed of by the Circuit Court of Multnomah County, Oregon, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

IV

Members

1. The initial members of the corporation shall be the persons designated in these articles as the initial board of directors.

2. The Board of Directors shall consist of one elected representative from each subscribing Neighborhood Association in the West/Northwest quadrant of the City of Portland, and a President elected by the voting membership at the annual meeting. Each subscribing Neighborhood Association shall elect an alternate representative who shall serve as a director of this corporation in the absence of the association's principal representative. The boundaries of the west/northwest quadrant are generally, but not limited to, the Sunset Freeway and I-405 to the Marquam Bridge on the south, the Multnomah County line on the West, and the Willamette River on the north and east. The specific boundaries of the West/Northwest District are the boundaries formed by the exterior boundaries of all subscribing Neighborhood Associations in the West/Northwest Quadrant. As of the date of incorporation, the subscribing Neighborhood Associations are: Arlington Heights Neighborhood Association; Goose Hollow Foothills League; Hillside Neighborhood Association; Northwest Industrial Neighborhood Association; Northwest District Association; and Forest Park Neighborhood Association

3. The voting membership of the corporation shall be those persons who serve as directors of the corporation.

4. The voting membership at the annual meeting shall elect a President, who shall serve as a director in addition to the directors elected as provided elsewhere in these articles. The voting membership shall have the sole rights to elect and remove the President, in such manner as may be prescribed in the bylaws.

5. Other classifications of membership may be established from time to time by the bylaws, including but not limited to members-at-large.

6. Voting membership shall not be conditional upon any financial contribution to the corporation, neither on the part of the individual voting member nor on the part of said member's subscribing Neighborhood Association.

7. Neighborhood Associations may subscribe to this corporation in such manner as may be prescribed in the bylaws.

V

Directors

1. The number of directors constituting the initial Board of Directors is six. The names and addresses of the persons who are to serve as the initial board of directors, until their successors are elected and assume office, are:

Milt Stewart, 2857 S. W. Champlain Drive
Portland, Oregon 97201

Todd Norvell, 6720 N. W. Skyline Drive
Portland, Oregon 97229

Cynthia Parker, 1832 S. W. Main, Portland,
Oregon 97201

Tom Spence, 2847 N. W. Westover, Portland,
Oregon 97210

Bruce Harmon, FMC Corporation
4700 N. W. Front, Portland, Oregon 97208

Penny Davis, 817 N. W. 23rd, Portland,
Oregon 97210

2. The directors constituting the initial board of directors shall serve for a term expiring when their elected successors assume office at the annual meeting of the corporation held in 1979. The President shall be first elected at the annual meeting of the corporation held in 1979; the President shall serve for a term of one year and until his or her successor is elected and assumes office at the next annual meeting. Other than as stated, directors shall serve for a term of one year and until their elected successors assume office at the next following annual meeting. The qualifications of directors are as may be prescribed in the bylaws.

3. The number of directors may be increased or decreased to such number of directors as may be provided from time to time by amendment to the bylaws, provided that such decrease in number shall not have the effect of shortening the term of any incumbent director, and provided that each subscribing Neighborhood Association shall always have the right to elect the same number of directors as each other such Association, and provided that said same number of directors shall be not less than one per Association.

4. In the event of the death, resignation, or removal of a director, a successor shall be elected by a majority vote of the remaining directors, or by such other method as the bylaws may provide. A director elected to fill a vacancy shall hold office during the remainder of the term of the director succeeded.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by the voting members in the same manner as provided for the annual election of directors.

VI

Initial Registered Office and Initial Registered Agent

The address of the initial registered office of the corporation is 817 N. W. 23rd Avenue, Portland, Oregon 97210, and the name of its initial registered agent at such address is Margaret Strachen.

VII

Incorporator

The name and address of the incorporator is John A. Werneken, 2055 N. W. Kearney, Portland, Oregon 97209.

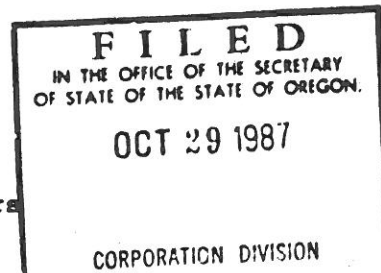
I the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct, and complete.

DATED: May 21, 1979

John A. Werneken
TSL

Submit the Original
And One True Copy
No Fee Required

STATE OF OREGON
CORPORATION DIVISION
158 12th Street NE
Salem, OR 97310



Registry Number:
1386+3-12
(If known)

ARTICLES OF AMENDMENT
By Directors or Shareholders

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

Neighborhoods Wes / Northwest Review Board

2. State the article number(s) and set forth the article(s) as it is amended to read.
(Attach additional sheets, if necessary.)

Article I
The corporate title as stated above needs to be amended to add a "t" at the end of the word "West". So the correct title would be "Neighborhoods West/Northwest Review Board".

3. The amendment was adopted on September 23, 19 87. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the one appropriate statement:

Shareholder action was not required to adopt the amendment(s). The amendment was adopted by the board of directors without shareholder action.

Shareholder action was required to adopt the amendment(s). The shareholder vote was as follows:

Class or Series of Shares	Number of Shares Outstanding	Number of Votes Entitled to be Cast	Number of Votes Cast For	Number of Votes Cast Against

5. Other provisions, if applicable (Attach additional sheets, if necessary).

Execution: Jerald Powell Jerald Powell President
Signature Printed Name Title

Person to contact about this filing: Geri Ethen 223-3331
Name Daytime Phone Number

Submit the original and a true copy to the Corporation Oregon 97310. There is no fee required. If you have a

NEIGHBORHOODS WEST/NORTHWEST RE



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NMC

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 12 1992

SECRETARY OF STATE

Registry Number:

138673-12

ARTICLES OF AMENDMENT Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

Neighborhoods West/Northwest Review Board

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 January 8, 19 92. (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

Execution:

Signature

Fred N. Bay III

Printed name

President

Title

Person to contact about this filing:

Joleen Classen

Name

223-3331

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.

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NEIGHBORHOODS WEST/NORTHWEST RE



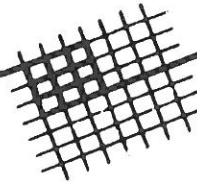
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NBA

©

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NEIGHBORHOODS WEST-NORTHWEST

**1819 Northwest Everett Street Rm. 205
Portland, Oregon 97209
223-3331**



**Amer.dments to the
Neighborhoods West/Northwest Review Board
Articles of Incorporation**

Article II Purposes and Powers

Add Section 9 *This corporation is organized as a public benefit corporation.*

Article IV Members

Add Section 2 *Linnton Community Association, Sylvan/Highlands Neighborhood Association Downtown Community Association and the Pearl District Neighborhood Association.*

Article V Directors

Add Section 5 *The personal liability of a director or uncompensated officer of this corporation to the corporation or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law.*

Add Section 6 *Members of the Board of Directors shall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors*

Add Section 7 *The corporation shall indemnify its directors who are wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding. The obligation to indemnify a director shall not*

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exceed the limits of the liability insurance coverage available at the time of the occurrence.

Article VI Initial Registered Office

***(Add additional sentence) The current registered office is:
NeighborsWest/Northwest
1819 N.W. Everett #205
Portland, OR 97209***