



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
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Registry Number: 958690-96
Type: DOMESTIC NONPROFIT CORPORATION

Next Renewal Date: 08/20/2014

GRESHAM AREA BRANCH OF THE AMERICAN ...
ATTN MARTHA MANSKE
2229 NE BURNSIDE ST #98
GRESHAM OR 97030

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document

ARTICLES OF INCORPORATION

Filed On
08/20/2013

Jurisdiction
OREGON

Nonprofit Type
PUBLIC BENEFIT WITH
MEMBERS

Name

GRESHAM AREA BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, INC.

Registered Agent
DEBORAH FRICK
5141 SE 16TH DR
GRESHAM OR 97080

Mailing Address
ATTN MARTHA MANSKE
2229 NE BURNSIDE ST #98
GRESHAM OR 97030

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
Articles of Incorporation

filed on

August 20, 2013

for

**GRESHAM AREA BRANCH OF THE AMERICAN
ASSOCIATION OF UNIVERSITY OF WOMEN, INC.**

is a true copy of the original document
that has been filed with this office.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

A handwritten signature in black ink, appearing to read "Kate Brown".

KATE BROWN, Secretary of State

August 20, 2013

958690-96



FILED
 AUG 20 2013
 OREGON
 SECRETARY OF STATE

**GRESHAM AREA BRANCH OF
 THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, INC.**

An Oregon Public Benefit Corporation

ARTICLES OF INCORPORATION

The undersigned individual 18 years of age or older, acting as the incorporator under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation - Public Benefit:

Article I

Name of Corporation and Duration

Section 1.01 Name of Corporation

The name of this corporation is the "Gresham Area Branch of the American Association of University Women, Inc." (aka "Gresham Area Branch of AAUW" and "AAUW-GAB") hereinafter is referred to as the "Corporation."

Section 1.02. Duration

The period of the Corporation's duration shall be perpetual.

Article II

Organization of Nonprofit

Gresham Area Branch of the American Association of University Women, Inc. is a nonprofit public benefit corporation organized under the Oregon Nonprofit Corporation Act shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal tax code.

Gresham Area Branch of the American Association of University Women, Inc.
 Articles of Incorporation - Oregon Public Benefit Corporation

GRESHAM AREA BRANCH OF THE AMER



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Article III

Purpose

Section 3.01. Purpose

The purpose of the Gresham Area Branch of the American Association of University Women, Inc. shall be to unite individuals who support advancing equity for women and girls through advocacy, education, philanthropy, and research; to participate as an independent AAUW Branch Affiliate (AAUW branch sub-unit) in the development and promotion of the policies and programs of the American Association of University Women, Inc., hereinafter known as AAUW; to contribute to its growth and advancement; to cooperate in its state work and to be an integral part of AAUW's Affiliate Oregon state association (AAUW state sub-unit).

In addition, the purpose of this Corporation shall be to hold the property, funds and assets of the Gresham Area Branch of the American Association of University Women, Inc. for the joint use of all the members as long as the Branch shall be recognized by AAUW. No member or group of members shall have any severable right to all or any part of such property. Gresham Area Branch of the American Association of University Women, Inc. shall have complete control over the acquisition, administration, and disposition of its property without consent of AAUW, except that such property shall not be used for any purposes contrary to those of AAUW.

Section 3.02. Corporation's Activities

In keeping with its charitable purposes, the Corporation shall

- a. develop programs and provide activities that promote equity, education, well being, and opportunities for women and girls that empower them to realize their full potential;
- b. provide scholarships, grants, awards, and other recognitions and opportunities to women;
- c. participate with other organizations and foundations with mutual interests;
- d. solicit contributions, conduct fundraisers, do business, and take such other actions as are permitted to an Oregon nonprofit public benefit corporation consistent with its purposes, the Articles, and Bylaws.

Article IV

Nonprofit Nature

Section 4.01. Nonprofit Nature

The Corporation is organized exclusively for charitable, educational, scientific, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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, Section 3.01.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted by (i) any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (ii) an organization to which contributions are deductible under section 509(a)(1) or 170(b)(1)(A)(vi) of the Internal Revenue Code or corresponding section of any future federal tax code.

The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its charitable purposes. No part of the receipts or net earnings of the Corporation shall inure to the benefit of or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered and make other payments and distributions consistent with these Articles.

Section 4.02 Prohibited Distributions

No part of the property, assets, receipts or net earnings of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

Section 4.03 Restricted Activities

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.04 Prohibited Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue public charity with contributions deductible under section 509(a)(1) or 170(b)(1)(A)(vi), or (ii) the corresponding section of any future federal tax code.

Article V

Members

The Corporation shall have members who shall be entitled to vote and student affiliate members who are not entitled to vote. Voting rights are set forth in the Bylaws.

Upon the issuance of a certificate of incorporation, the predecessor association shall become a corporation and the members of the association shall become members of the successor corporation.

Article VI

Initial Board of Directors

The Initial Directors shall serve until the officers who are elected at the first annual meeting assume their terms of office. The Initial Directors who vacate their offices before the newly elected officers assume office shall be replaced by the Initial Board of Directors in compliance with Oregon nonprofit corporate regulations.

The names and addresses of the persons who each have consented to serve as the Initial Directors and who were also approved by the members of the predecessor unincorporated AAUW branch affiliate association at the members' meeting of the AAUW Gresham Area Branch held on Monday, February 25, 2013, are set forth below:

Deborah Frick, President
5141 SE 16th Drive
Gresham, OR 97080

Carla Piluso, Program Co-Vice President
911 SW Miller Court
Gresham, OR 97080

Martha Manske, Communications Vice President
3951 SE El Camino Drive
Gresham, OR 97080

Ann Richards, Program Co-Vice President
1545 SE 223rd Avenue, Apt 305
Gresham, OR 97030

Marilyn Zook, Finance Vice President
9740 NE Skidmore Street
Portland, OR 97220

Bonnie Jepsen, Membership Co-Vice President
9899 SE Eastmont Drive
Damascus, OR 97089

Judith Scott, Membership Co-Vice President
999 SW Florence Court
Gresham, OR 97080

Article VII

Limitation of Liability

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or elected officer of the Corporation shall not be liable to the Corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of the Article VII or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

No director or officer of this Corporation shall be personally liable for debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

Article VIII

Dedication and Dissolution

Section 8.01. Dedication

The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its charitable purposes. No part of the property, assets, receipts or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual.

Section 8.02. Dissolution.

In the event of dissolution of the Gresham Area Branch of AAUW or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to AAUW or to an AAUW-affiliated entity designated by AAUW.

If, however, upon the time of dissolution of the Corporation, American Association of University Women, Inc. (AAUW) does not qualify as a 501(c)(3) public charity, all remaining assets, of every nature and description whatsoever, shall be distributed, in accordance with the general laws of Oregon, to one or more organizations exempt from federal tax under section 501(c)(3) of the Code and described in section 170(b)(1)(A) (other than in clauses (vii) and (viii) of the Code) or the corresponding provisions of any future United States internal revenue law, each of which has been in existence and so described for a continuous period of at least 60 calendar months immediately preceding the distribution. To the maximum extent allowable by law, such organization(s) shall be selected by the board of directors.

Article IX

Indemnification

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or elected officer of the Corporation shall not be liable to the Corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of the Article VII or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

No director or officer of this Corporation shall be personally liable for debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

Article X
Initial Registered Agent

The name and address of the Initial Agent for service of process is:

Deborah Frick
5141 SE 16th Drive
Gresham, Oregon 97080

Article XI
Addresses of the Corporation

The principal office of the Corporation:

2229 NE Burnside Street, # 98
Gresham, Oregon 97030
Attn: Martha Manske

The mailing address of the Corporation:

2229 NE Burnside Street, # 98
Gresham, Oregon 97030
Attn: Martha Manske

Article XII
Incorporator

As the undersigned Incorporator, I hereby attest that the required affirmative vote was obtained from the predecessor unincorporated association, AAUW Gresham Area Branch, to reorganize the association as an Oregon public benefit corporation by using the same procedure and affirmative vote of its voting members as its fundamental agreement required for an amendment to its bylaws, having exceeded the necessary two-thirds vote with the unanimous vote of a quorum of present and voting members at the November 26, 2012, membership meeting of the association and acting with the authority given to me as the president of the association by its board of directors.

I further attest that I obtained the prior consent of each Initial Director of the Corporation whom I have appointed and named in Article VI above and who were also approved by the members of the association as the Initial Board of Directors of the Corporation by a unanimous vote of a quorum of present and voting members at the February 12, 2013, association's membership meeting.

I further attest that these articles of incorporation were approved on August 15, 2013, at the first organizational meeting of the corporation by the initial board of directors.

The name and address of the Incorporator who was appointed on October 9, 2012, by the Board of Directors of the AAUW Gresham Area Branch, the predecessor association, is:

Deborah Frick, Ed.D.
5141 SE 16th Drive
Gresham, Oregon 97080

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Article XIII

Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the members as set forth in the Bylaws.

Acknowledgment of Consent to Appointment as Registered Agent

I, Deborah Frick, hereby agree to be the Initial Registered Agent of the Gresham Area Branch of the American Association of University Women, Inc., as appointed herein.

Registered Agent's Signature Deborah Frick Date: 8/15/2013

IN WITNESS WHEREOF, as the undersigned Incorporator, I hereby attest and do hereby declare under penalties of perjury that I have examined the foregoing and, to the best of my knowledge and belief, find these articles true, correct and complete, do execute these Articles of Incorporation on August 15, 2013.

Deborah Frick, Incorporator signed Deborah Frick
Gresham, Oregon

CERTIFICATION

In witness whereof, as the undersigned Secretary of the Corporation and as the certifier of documents, do hereby attest and do hereby declare that this document is a complete and correct copy of the articles of incorporation that were approved on August 15, 2013, by the initial board of directors of Gresham Area Branch of the American Association of University Women, Inc.

Martha Manske
Martha Manske, Recording Secretary
Communications Vice President
Gresham Area Branch of the American Association of
University Women, Inc.

8-15-13
Date

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