

Signed 12/11/57
to Attorney
[initials]

ARTICLES OF INCORPORATION
(NONPROFIT CORPORATION)

OF

AMERICAN PUBLIC WORKS ASSOCIATION, OREGON CHAPTER
SCHOLASTIC FOUNDATION, INC.

ARTICLE 1

The name of the Corporation shall be the AMERICAN PUBLIC WORKS ASSOCIATION, OREGON CHAPTER, SCHOLASTIC FOUNDATION, INC., and its duration shall be perpetual.

ARTICLE 2

The type of corporation is public benefit.

ARTICLE 3

The initial registered agent of the Corporation is Donald E. Schut. The office address of the registered agent is 230 East Second Street, McMinnville, Oregon, 97128.

ARTICLE 4

The principal office address of the Corporation is 230 East Second Street, McMinnville, Oregon, 97128.

ARTICLE 5

The Corporation shall have members who shall consist of those persons who are members of the Oregon Chapter of the American Public Works Association.

ARTICLE 6

In the event of dissolution or final liquidation of the Corporation:

- a. All liabilities and obligations of the Corporation shall be paid, satisfied, or discharged, or adequate provision shall be made therefor.

b. Assets held by the Corporation upon condition requiring return, transfer, conveyance, which condition occurred by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

c. Assets held by the Corporation subject to limitations permitting their use only for purposes for which the Corporation is organized, but not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to the Oregon Chapter of the American Public Works Association ("APWA"), or its successor organization, if any, if said organization qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. If the Oregon Chapter APWA does not then exist or does not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, the assets shall be transferred or conveyed to one or more domestic corporations, societies, or organizations engaged in activities similar or related to those of the dissolving corporation and which are organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code, pursuant to a plan of distribution adopted by the Board of Directors.

d. The remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 7

The governing body of the Corporation shall consist of a Board of Directors of not less than three (3) nor more than eleven (11) persons elected by the members of the Corporation.

ARTICLE 8

The Corporation shall require its income for each taxable year to be distributed at such times and in such manner as to not subject the Corporation to tax under Section 4942 of the Internal Revenue Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal

Revenue Code, retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.


ARTICLE 9

The Corporation shall not conduct or carry on activities not permitted by organizations exempt under Section 501(c) of the Internal Revenue Code or organizations to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE 10

The name and address of the incorporator is Donald E. Schut, 230 East Second Street, McMinnville, Oregon, 97128.

DATED this 15th day of December, 1994.


Donald E. Schut, Incorporator

PERSON TO CONTACT ABOUT THIS FILING:

Donald E. Schut
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McMinnville, Oregon 97128
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