

REGISTRY NUMBER:

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**ARTICLES OF INCORPORATION  
OF  
THE CONCORD PARTNERSHIP  
An Oregon Nonprofit Corporation**

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**ARTICLE I**

The name of this corporation (the "Corporation") is The Concord Partnership.

**ARTICLE II**

The Corporation is a public benefit corporation.

**ARTICLE III**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal tax code (the "Code") and shall, to the extent consistent with the foregoing purposes, engage in the following activities:

1. Receive and hold by gift, bequest, or purchase any real or personal property and manage, invest, and reinvest the same and use and dispose of the same for charitable and educational purposes;
2. Hold, either absolutely or in trust for any of the foregoing purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said funds or property is received;
3. Transfer, convey, and deliver moneys and property restrictively dedicated to a specific organization exempt under Section 501(c)(3) of the Code;
4. Sell, lease, convey, or otherwise dispose of any such property and invest and reinvest such funds or property or any proceeds thereof and manage and expend the principal and income for any of the foregoing purposes; and
5. To engage in any other lawful business activity whatsoever which may hereafter from time to time be authorized by the Board of Directors; provided, however, that the purposes for which the Corporation is formed shall at all times comply with Section 501(c)(3) of the Code.

**ARTICLE IV**

The Corporation shall have the power to take any lawful action necessary, appropriate, or desirable to carry out its purposes consistent with the Oregon Nonprofit

Corporation Act, Chapter 65 ORS (the "Act") and Sections 501(c)(3) and 170(c)(2) of the Code.

## **ARTICLE V**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 hereof.

No substantial part of the activities of this Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene, directly or indirectly (including the publication or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code or corresponding section of any future federal tax code.

## **ARTICLE VI**

The Corporation shall be governed by the Board of Directors, in accordance with these Articles, the bylaws, and the Oregon Nonprofit Corporation Act, as the same exists or may hereafter be amended.

## **ARTICLE VII**

The address of the initial registered office of the Corporation is 121 SW Salmon Street, Suite 1000, Portland, Oregon 97204, and the name of its initial registered agent at such address is Immix Services Inc. The address where the Division may mail notices is 121 SW Salmon Street, Suite 1000, Portland, Oregon 97204.

## **1. ARTICLE VIII**

The name and address of the organizer is: Leigh F. Gill, Immix Law Group PC, 121 SW Salmon Street, Suite 1000, Portland, Oregon 97204.

## **ARTICLE IX**

The effective date of the Corporation's existence is the date of filing of these Articles by the Secretary of State.

## **ARTICLE X**

The Corporation has no members.

## **ARTICLE XI**

Upon the dissolution of the Corporation, all of its assets remaining after payment of creditors shall be distributed to an organization or organizations selected by the Board of Directors, provided that such organization or organizations are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code.

## **ARTICLE XII**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on directors are subject to this reserved power.

2.

## **ARTICLE XIII**

The Corporation shall indemnify each of its directors and uncompensated officers to the fullest extent permissible under the Act, as the same exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorney fees) incurred or suffered by such persons by reason of or arising from the fact that such persons are or were directors or officers of the Corporation, or are or were serving at the request of the Corporation as directors, officers, partners, trustees, employees, or agents of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, and such indemnification shall continue as to a person who has ceased to be a director, officer, partner, trustee, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the Corporation who are not directors or uncompensated officers with the same scope and effect as the indemnification provided in this Article XIII to directors and uncompensated officers. The indemnification provided in this Article XIII shall not be exclusive of any other rights to which a person may be entitled under any statute, bylaw, agreement, resolution, or otherwise.

## **ARTICLE XIV**

To the fullest extent permitted under the Act, as it now exists or may hereafter be amended, a director or uncompensated officer of the Corporation shall not be liable to the Corporation for monetary damages for conduct as a director or uncompensated officer. No repeal of or amendment to this Article XIV shall adversely affect any right or protection of a director or uncompensated officer of the Corporation existing at the time of such repeal or amendment.

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

DATED: October \_\_\_\_, 2015.

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Leigh F. Gill

The person to contact about this filing:

Leigh F. Gill  
(503) 802-5542