

1455013-91

**NONPROFIT  
ARTICLES OF INCORPORATION  
OF**

**FILED**  
**JUN 29 2018**  
OREGON  
SECRETARY OF STATE

**OREGON SCHOOL BOARDS ASSOCIATION**

The undersigned individual, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is OREGON SCHOOL BOARDS ASSOCIATION.

**ARTICLE II**

The corporation is a public benefit corporation.

**ARTICLE III**

The corporation is organized and shall be operated exclusively to perform essential governmental functions the income of which accrues to the State of Oregon or its political subdivisions as permitted by Section 115(1) of the Internal Revenue Code of 1986, as amended ("IRC").

**ARTICLE IV**

The corporation will have members. Membership is limited to entities who are political subdivisions, integral parts or organizations the income of which is wholly exempt under IRC 115(1). Additional criteria and procedures for admission to membership and the rights and obligations of members shall be set forth in the corporation's bylaws.

**ARTICLE V**

The members shall elect the board of directors at the time, in the manner and for the terms set forth in the corporation's bylaws.

**ARTICLE VI**

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No

amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

#### **ARTICLE VII**

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the board of directors has taken such action as required by ORS 65.404, including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agent and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members or other document or arrangement.

#### **ARTICLE VIII**

Upon dissolution or final liquidation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to the State of Oregon, its political subdivisions or other IRC § 115 organization, as the members shall agree by majority vote.

#### **ARTICLE IX**

All references in these articles of incorporation to sections of the internal revenue code of 1986, as amended, or the Oregon nonprofit corporation act shall be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

#### **ARTICLE X**

The address of the corporation's initial registered office and the name of its initial registered agent at that location are:

Michele E. Wasson  
Stoel Rives LLP  
760 SW Ninth Avenue, Suite 3000  
Portland, OR 97205

**ARTICLE XI**

The name and address of the incorporator are:

Michele E. Wasson  
Stoel Rives LLP  
760 SW Ninth Avenue, Suite 3000  
Portland, OR 97205

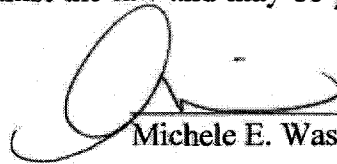
**ARTICLE XII**

The principal corporate mailing address to which notices may be mailed is:

Oregon School Boards Association  
1201 Court Street NE, Suite 400  
Salem, Oregon 97301

DATED: June 25, 2018.

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.



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Michele E. Wasson, Incorporator