

**ARTICLES OF INCORPORATION
OF
FRIENDS OF SPRINGBROOK PARK**

The undersigned, acting as incorporator under the provisions of the Oregon Nonprofit Corporation Act, adopts the following:

**ARTICLE I
NAME**

The name of the corporation shall be Friends of Springbrook Park (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSES AND POWERS**

3.1 The purposes for which this Corporation is formed are exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and, without limitation, consist of the following:

3.1.1 To promote the conservation, preservation, enhancement, scientific understanding, and appreciation of the waters, wetlands, aquatic and terrestrial wildlife, habitats, scenic areas, open spaces and recreational resources of Springbrook Park in the City of Lake Oswego, Clackamas County, Oregon.

3.1.2 To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies; provided that such activities are consistent with the purposes of the Corporation set forth in this Section 3.1 and the restrictions and limitations on the Corporation set forth in Article IV of these Articles of Incorporation.

3.2 In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

ARTICLE IV LIMITATIONS

4.1 All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

4.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

4.3 Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

4.4 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

4.5 Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of or provision for payment of all debts and liabilities of the Corporation shall be distributed to an organization or organizations, as determined by the Board of Directors, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

4.6 During the period the Corporation is the beneficial owner of any securities of an issuer with a class of equity security which is registered pursuant to Section 12 of the Securities Exchange Act of 1934, no director or officer of the Corporation who is also an officer, director or beneficial owner of more than 10 percent of any class of equity security of such issuer, or any other individual or entity (if securities held by such other individual or entity would be deemed to be beneficially owned by such director or officer for the purposes of Section 16 of such Act) shall directly or indirectly engage in any self-dealing transaction with the Corporation, including any act which would be self-dealing as defined in Code Section 4941(d) if the Corporation were a private foundation as defined in Code Section 509(a) and such director or officer were a disqualified person as defined in Code Section 4946 with respect to the Corporation.

4.7 If this Corporation is or becomes a private foundation within the meaning of Section 509 of the Code, and for as long as such private foundation status continues, the following provisions shall apply in the management of its affairs:

4.7.1 Each year the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

4.7.2 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

4.7.3 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4.7.4 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

4.7.5 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V MEMBERS

The Corporation shall be a non-member association, however, donors whose donations meet a designated threshold will be given the title of Friends of the Park, which is non-voting member status.

ARTICLE VI REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation shall be 3360 Fir Ridge Rd, Lake Oswego, Oregon 97035-2645. The name of the initial registered agent of the corporation at such address shall be Thomas C. Bland.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of the corporation is Thomas C. Bland 3360 Fir Ridge Rd. Lake Oswego, OR 97035-2645

ARTICLE VIII DIRECTORS

8.1 The initial Board of Directors of the Corporation shall consist of five (5) directors. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

William Denecke
2665 Glen Eagles Road
Lake Oswego, Oregon 97034

Paul Lyons
2250 Wembley Park Road
Lake Oswego, Oregon 97034-2671

Audrey Mattison
2929 Glen Eagles Road
Lake Oswego, Oregon 97034

Thomas C. Bland
3360 Fir Ridge Rd.
Lake Oswego, OR 97035-2645

Ronald Hanson
2960 Wembley Park Road
Lake Oswego, OR 97034

The number of directors of the corporation shall be fixed as provided in the Bylaws. The initial directors shall serve until the first annual meeting of the directors or until their successors are elected and qualified.

8.2 To the fullest extent permitted by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation for monetary damages for conduct as a director. Any amendment to or repeal of said act shall not adversely affect a director of this corporation with respect to any conduct of such director occurring prior to such amendment or repeal.

ARTICLE IX INDEMNIFICATION

9.1 Right to Indemnification. Each individual (hereinafter an "indemnitee") who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or that, while serving as a director or officer of the Corporation, he or she is or was also serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a foreign or domestic partnership, joint venture, trust, employee benefit plan or other enterprise, whether the basis of the proceeding is alleged action in an official capacity as such a director, officer, employee, partner, trustee, or agent or in any other capacity while serving as such director, officer, employee, partner, trustee, or agent, shall be indemnified and held harmless by the Corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee, partner, trustee, or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnitee if the Corporation is prohibited by the Oregon

Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in Section 9.2 of this article with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this Section 9.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). Any advancement of expenses shall be made only upon delivery to the Corporation of a written undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 9.1 and upon delivery to the Corporation of a written affirmation (hereinafter an "affirmation") by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the Corporation pursuant to this article.

9.2 Right of Indemnitee to Bring Suit. If a written claim for indemnification under Section 9.1 of this article is not paid in full by the Corporation within sixty days after the Corporation's receipt thereof, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful, in whole or in part, in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expenses of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking and affirmation have been tendered to the Corporation) and thereafter the Corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Corporation (including the Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the Corporation (including the Board of Directors or independent legal counsel) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

9.3 Nonexclusivity of Rights. The right to indemnification and the advancement of expenses conferred in this article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, general or specific action of the Board of Directors, contract or otherwise.

9.4 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents of the Corporation with the same scope and effect as the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Oregon Nonprofit Corporation Act or otherwise.

9.5 Persons Serving Other Entities. Any individual who is or was a director, officer or employee of the Corporation who, while a director, officer or employee of the Corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the Corporation, (b) as a trustee of an employee benefit plan and the duties of the director or officer to the Corporation also impose duties on, or otherwise involve services by, the director or officer to the plan or to participants in or beneficiaries of the plan, or (c) in an executive or management capacity in a foreign or domestic partnership, joint venture, trust or other enterprise of which the Corporation is an equity interest holder or in which a wholly owned subsidiary of the Corporation is a general partner or has a majority ownership or interest shall be deemed to be so serving at the request of the Corporation and entitled to indemnification and advancement of expenses under this article.

**ARTICLE X
BYLAWS**

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board.

Executed this ____ day of _____, 2004.

Thomas C. Bland, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

The undersigned company hereby consents to serve as registered agent in the State of Oregon for the above named corporation. The undersigned understands that as agent for the corporation it will be its responsibility to receive service of process in the name of the corporation, to forward all mail to the corporation, and to immediately notify the office of the Secretary of State in the event of its resignation or of any change in the registered office address of the corporation for which it is agent.

By _____
Thomas C. Bland