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Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

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Registry Number: 1563921-94
Type: DOMESTIC NONPROFIT CORPORATION

Next Renewal Date: 06/04/2020

THE FUND FOR PORTLAND PUBLIC SCHOOLS
501 N DIXON ST
PORTLAND OR 97227

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
06/04/2019

Jurisdiction
OREGON

Nonprofit Type
PUBLIC BENEFIT

Name
THE FUND FOR PORTLAND PUBLIC SCHOOLS

Principal Place of Business
501 N DIXON ST
PORTLAND OR 97227

Registered Agent
MN SERVICE CORPORATION (OREGON)
111 SW FIFTH AVE STE 3400
PORTLAND OR 97204

Mailing Address
501 N DIXON ST
PORTLAND OR 97227

REGISTRY NUMBER: 150392194

FILED
JUN 04 2019
OREGON
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
THE FUND FOR PORTLAND PUBLIC SCHOOLS
an Oregon Nonprofit Corporation**

**ARTICLE I
NAME AND DURATION**

The name of this corporation is The Fund for Portland Public Schools (the "Corporation") and its duration shall be perpetual.

**ARTICLE II
TYPE OF NONPROFIT CORPORATION**

The Corporation is a public benefit corporation under the Oregon Nonprofit Corporation Act (the "Act").

**ARTICLE III
PURPOSES AND POWERS**

The Corporation is organized and operated exclusively (a) for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), and (b) to raise and distribute funds to the Portland School District in order to advance the interests and promote the welfare and mission of Portland Public Schools. The Corporation shall have and may exercise the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Act and Section 501(c)(3) of the Code.

**ARTICLE IV
CONSTRUCTION**

It is intended that the Corporation qualify as an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code, contributions to which are deductible for federal income, estate, and gift tax purposes under Sections 170(c), 2055(a)(2), and 2522(a)(2) of the Code. These articles of incorporation shall be construed and interpreted accordingly.

**ARTICLE V
RESTRICTIONS**

5.1 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes.

5.2 No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office.

5.3 Notwithstanding any provision of these articles of incorporation to the contrary, the Corporation shall not engage in any activities that are not permitted for a corporation that is exempt from federal income tax under Code section 501(c)(3) or to which contributions are deducted under Code sections 170(c), 2055(a)(2), or 2522(a)(2).

ARTICLE VI **MEMBERS**

The Corporation shall not have members within the meaning of the Act.

ARTICLE VII **PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the Corporation is 501 North Dixon Street, Portland, Oregon 97227. The mailing address of the Corporation is 501 North Dixon Street, Portland, Oregon 97227.

ARTICLE VIII **REGISTERED AGENT**

The address of the Corporation's registered office and the name of its registered agent at that office is MN Service Corporation (Oregon), 111 S.W. Fifth Avenue, Suite 3400, Portland, Oregon 97204.

ARTICLE IX **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed and controlled by a Board of Directors. The number, terms, and manner of appointment and removal of directors shall be as provided in the Corporation's bylaws. Notwithstanding the foregoing, there shall be three directors serving on the initial Board of Directors, to be appointed by the Portland School District's Superintendent.

ARTICLE X **LIABILITY OF DIRECTORS**

10.1 Generally. To the fullest extent permitted under the Act, as amended, no qualified director of the Corporation shall be personally liable to the Corporation for monetary damages based on acts committed or omissions while a director or officer of the Corporation except to the extent allowed in ORS 65.369 of the Act.

10.2 Amendment to Article. No repeal or amendment of this article shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment.

ARTICLE XI **INDEMNIFICATION**

11.1 Generally. The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a director or officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability includes reasonable attorney's fees and expenses, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

11.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case such person is fairly and reasonably entitled to indemnity.

11.3 Self-Interested Transactions. The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

11.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full Board of Directors shall select special legal counsel to determine whether indemnification is proper.

11.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full Board of Directors shall select special legal counsel to evaluate the reasonableness of expenses.

11.6 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the director or officer, but need not be secured, and may be accepted by the Board of Directors without reference to the director or officer's financial ability to make repayment.

11.7 Insurance. The Board of Directors shall have the power to purchase insurance on behalf of any individual who is or was an director or officer of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this article.

11.8 Amendment to Article. No repeal or amendment of this article shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment.

ARTICLE XII **PRIVATE CORPORATION PROVISIONS**

Notwithstanding any provisions of these articles of incorporation or Oregon law to the contrary, if at any time the Corporation is a private Corporation within the meaning of Code section 509, it is prohibited from engaging in any act of self dealing (as defined in Code section 4941(d)), from retaining any excess business holdings (as defined in Code section 4943(c)) which would subject the Corporation to tax under Code section 4943, for making or retaining any investments which would subject the Corporation to tax under Code section 4944, and from making any taxable expenditures (as defined in Code section 4945(d)), and the Corporation shall make distributions of income and principal at such time and in such manner as not to subject the Corporation to tax under Code section 4942.

ARTICLE XIII **DISSOLUTION**

In the event that the Corporation shall ever be dissolved or liquidated, any and all assets shall be distributed to Portland Public Schools, so long as Portland Public Schools is still in existence and tax exempt as a unit of local government. To the extent that Portland Public

Schools is either not in existence or is no longer tax exempt as a unit of local government, then any remaining assets shall be distributed to an organization described in Section 501(c)(3) of the Code, determined by the Corporation's then Board of Directors, provided, however, such organization or entity shall be engaged in the same or similar operations and purposes as the Corporation.

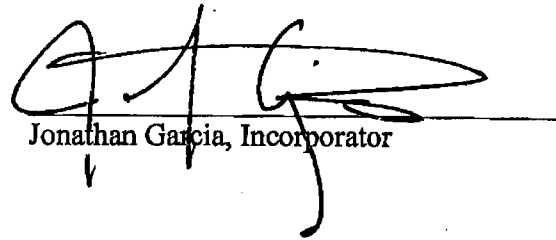
ARTICLE XIV
AMENDMENT

The Board of Directors may amend these articles of incorporation, by the affirmative vote of a majority of the directors then in office, at any meeting of the Board of Directors. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the articles of incorporation and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment.

ARTICLE XV
INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan Garcia, 501 North Dixon Street, Portland, Oregon 97227.

DATED: June 3, 2019


Jonathan Garcia, Incorporator

Person to Contact
about this Filing:

Brenna Dickey:
(503) 224-5858