

Submit the Original
And One True Copy
(831.115) \$10.00

STATE OF OREGON
CORPORATION DIVISION
158 12th Street NE
Salem, OR 97310

FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON.

FEB 9 1988

CORPORATION DIVISION

Registry Number:

104156-85
(Office Use Only)

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

Article 1: Name of the corporation: COOK FAMILY TRUST, INC.

Article 2: Name of the initial registered agent: FRANKLIN C. COOK

Address of initial registered office (Must be a street address in Oregon that is identical to the registered agent's business office):

1975 Ashland Mine Road, Ashland, OREGON 97520
Street and Number City State Zip Code

Article 3: Address the Division may use for mailing notices: (C/O:) Franklin C. Cook
(Attn:)

1975 Ashland Mine Road, Ashland, OR 97520
Street & Number or PO Box City State Zip Code

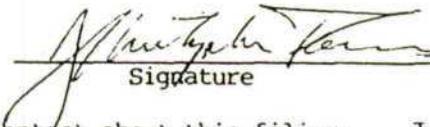
Article 4: Purpose(s) for which the corporation is organized: See attached statement

Article 5: The number of initial directors is 4. The names and addresses of the initial board of directors are as follows:
Franklin C. Cook, 1975 Ashland Mine Rd., Ashland, OR 97520 William H. Cook, P. O. Box 2675, Avalon, CA 90704
Susan V. Cook, 13005 Salinas Rd., Atascadero, CA 93422 Kathleen M. Cook, 1217 Bel Air Dr., Santa Barbara, CA 93105

Article 6: Indicate how subsequent directors will be appointed or elected and their term of office. Directors will be elected by the incumbent board at its annual meeting and will serve until the next annual meeting and thereafter until their successors are elected and qualified.

Article 7: Optional provisions, including any provision for the distribution of assets on dissolution or final liquidation. (Attach a separate sheet if necessary.)
See attached statement

Article 8: Name and address of the incorporator:
J. Christopher Toews P. O. Box 6129
George Collins Sullivan & Toews Los Osos, CA 93412 (805) 528-3351

Execution:  J. Christopher Toews INCORPORATOR
Signature Printed Name Title

Person to contact about this filing: J. Christopher Toews (805) 528-3351
Name Daytime Phone Number

Submit the original and the true copy to the Corporation Division, 158 12th Street NE, Salem, OR 97310, with the filing fee of \$10.00. PLEASE DO NOT SEND CASH. If you have questions, call (503) 378-4166.

NP-1 (6/87) 831.115 (\$10.00)

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COOK FAMILY TRUST, INC.

Articles of Incorporation
Statement

Article 4

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article 7

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a not profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Submit the original
and one true copy
\$10.00

Registry Number:

104156-85



Corporation Division - Business Registry
Public Service Building
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 986-2200 Facsimile (503) 378-4381

THIS SPACE FOR OFFICE USE ONLY

FILED
MAY 18 1994
Secretary of State

ARTICLES OF AMENDMENT Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

COOK FAMILY TRUST

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read. ARTICLE I NAME OF CORPORATION SHALL BE PACIFIC NORTHWEST COAST FOUNDATION, INC.

3. The amendment(s) was adopted on 2/20, 1994. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Execution: Franklin C. Cook Franklin C. Cook Vice President
Signature Printed name Title

Person to contact about this filing:

Name

Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE 1. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

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Submit the original
and one true copy
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Public Service Building
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FILED

OCT 31 1994

Secretary of State

ARTICLES OF AMENDMENT Nonprofit Corporation

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

Pacific Northwest Coast, Inc. Foundation

2. On a separate sheet, please state the article number(s) and set forth the article(s) as it is amended to read.

3. The amendment(s) was adopted on Oct 12, 19 94. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Execution:

Franklin C. Cook Franklin C. Cook Vice Pres.
Signature Printed name Title

Person to contact about this filing:

Franklin C. Cook
Name Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE _____ . SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

104156-85

PACIFIC NORTHWEST COAST FOUNDATION

**2465 Towne Blvd.
Arlington Heights, IL 60004-7238
(708) 255-9780**

October 7, 1994

For Articles of Amendment

Article I. Name of corporation shall be Pacific Northwest Foundation, Inc.

Franklin C. Cook
Vice President & Secretary

Telephone: (503) 229-5725

DEPARTMENT OF JUSTICE

FAX: (503) 229-5120

PORTLAND OFFICE

1515 SW 5th Avenue

Suite 410

Portland, Oregon 97201

Date: 7-24-95

Name of Organization: Pacific Northwest Foundation

RE: Annual Report for Period Ended _____ Our File Number: 15350

I. COMPLETENESS. Based on our initial review of your charitable trust report, we find that we did not receive ALL of the necessary forms/documents to satisfy your reporting requirements under the statutes. Please submit the items checked below. See reverse side for explanations.

- 1. Form 990/990EZ and Schedule A (Form 990)
- 2. Form 990/990EZ
- 3. Schedule A (Form 990)
- 4. Form 990-PF
- 5. Forms 1041-A & 5227
- 6. Form 1041
- 7. CPA's report
- 8. Form CT-12, Part I
- 9. Form CT-12, Part I & II
- 10. Amendments to governing instruments

Changing name

- 11. 990EZ OR CT-12, Part II, See Part III (6) of our instructions. You can get the 990EZ from the IRS.
- 12. _____

- Your report does not bear an original signature. Please have an authorized officer of your organization sign the enclosed Form CT-12, Part I, and return the same to our office.
- To avoid the imposition of the \$20 penalty due for late filing, please COMPLETE your reporting requirements on or before _____.

II. ASSESSMENT. Based on our initial review of your charitable trust report for the period referenced above, we find that there is due on its filing the amount of \$ _____. See enclosure for explanations. Checked items refer to your organization. Please forward a check payable to the DEPARTMENT OF JUSTICE in the amount indicated.

- To avoid the imposition of the \$20 penalty charge for late payment, please forward on or before _____.

III. REFUND. We have determined that there was an overpayment on the filing of your charitable trust report in the amount of \$ _____. See enclosure for explanations. Checked items refer to your organization. We will send your organization a refund check as soon as we receive the same from the State Treasurer.

Please return the yellow copy of this form with your response.

June Reed, Charities Registrar
Charitable Activities Section
229-5902

sent 7/31/95

BY-LAWS

OF

COOK FAMILY TRUST, INC.

(An Oregon Not-for-Profit Corporation)

As Adopted July 31, 1992

ARTICLE I

PURPOSES

SECTION 1. PURPOSES. The purposes of the corporation as stated in its Articles of Incorporation are exclusively charitable within the meaning of Code section 501(c)(3).

SECTION 2. LIMITATIONS ON OPERATIONS. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Code section 501(c)(3).

At any time that the corporation is a private foundation as described in Code section 509(a), the corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code section 4942. Further, the corporation shall not engage in any act of self-dealing as defined in Code section 4941(d), nor retain any excess business holdings as defined in Code section 4943(c), nor make any investments in such manner as to incur tax liability under Code section 4944, nor make any taxable expenditures as defined in Code section 4945(d).

Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code section 501(c)(3).

SECTION 3. POWERS. The corporation shall have such powers as are now or may hereafter be granted by state law.

ARTICLE II

OFFICES

The principal office of the corporation in the State of Oregon shall be located in the City of Medford. The corporation may have such other offices, either within or without the State of Oregon, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by the Oregon Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS OF DIRECTORS. The property and affairs of the corporation shall be managed by a Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS OF DIRECTORS. The number of Directors shall be not less than three nor more than eight, as shall be fixed from time to time by resolution of the Board of Directors. Each Director shall hold office until the next Annual Meeting of the Board of Directors and until the Director's successor shall have been elected and qualified.

SECTION 3. REGULAR MEETINGS. A regular Annual Meeting of the Board of Directors shall be held in the month of February of each year, on such date and at such time as may be fixed by the President, at the principal office of the corporation or at such other place as may be fixed by the President, or if the President is for any reason unable to act, on such date and at such time and place as may be fixed by any two Directors, for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. If the election of Directors and officers shall not be held at any Annual Meeting, the Board of Directors shall cause the election to be held at an additional

regular meeting or at a Special Meeting of the Board of Directors as soon thereafter as conveniently may be.

SECTION 4. SPECIAL MEETINGS. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special Meetings of the Board may fix any place as the place for holding any Special Meeting of the Board called by such person or persons.

SECTION 5. NOTICE OF MEETINGS. Notice of the regular Annual Meeting of the Board of Directors is not required. Except as otherwise provided in these by-laws, notice of any Special Meeting of the Board of Directors shall be delivered not less than two days before the date of such meeting by written notice stating the place, date and hour of the meeting to each Director. The purpose or purposes for which any Special Meeting is called shall be stated in the notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. QUORUM. A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment that allows all persons participating in the meeting to communicate with each other, and such participation in a meeting shall be deemed presence at such meeting.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors in office and present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the corporation's Articles of Incorporation or these by-laws.

SECTION 8. REMOVAL. A Director may be removed, with or without cause, by a vote of two-thirds of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a Special Meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such Special Meeting, given at least twenty days prior to the Special Meeting.

SECTION 9. INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the Board of Directors of the corporation, or any other action which may be taken at a meeting

of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at any meeting thereof. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

SECTION 11. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation for personal services rendered to the corporation that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the corporation.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a President, a Treasurer, a Secretary, and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by

the Board of Directors may be removed, with or without cause, by the Board of Directors at any meeting of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors at any meeting thereof for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the corporation and as such shall exercise general supervision of all operations and personnel of the corporation, subject to the direction or approval of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and the President may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the corporation is entitled to vote (in accordance with the directions, if any, of the Board of Directors) except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

SECTION 6. VICE PRESIDENT. One or more Vice Presidents may be elected at any time by the Board of Directors. The Vice President (or in the event there is more than one Vice President, each of the Vice Presidents) shall perform such duties as shall be assigned to the Vice President by the President or the Board of Directors. Further, in the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents, in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the

President.

SECTION 7. TREASURER. The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 8. SECRETARY. The Secretary shall record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address of each Director, which shall be furnished to the Secretary by such Director; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. Any assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE V

COMMITTEES

SECTION 1. BOARD COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee or another Board Committee of Directors, or both, consisting of two or more Directors, which Executive Committee or Board Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, such Executive Committee or Board Committee shall not have the authority of the Board of Directors in reference to (1) amending, altering or repealing the by-laws;

(2) electing, appointing or removing any member of the Executive Committee or any Board Committee or any Director or officer of the corporation; (3) amending the Articles of Incorporation; (4) adopting a plan of merger or adopting a plan of consolidation with another corporation; (5) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; (6) authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; (7) adopting a plan for the distribution of the assets of the corporation or for dissolution; or (8) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee or Board Committee. To the extent provided in the resolution designating and appointing the Executive Committee or Board Committee, it may take any action on behalf of the Board of Directors as may from time to time be permitted by law, other than those actions specifically prohibited in the preceding sentence. The designation and appointment of any such Executive Committee or Board Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or the Director by law.

SECTION 2. ADVISORY COMMITTEES. By resolution, the Board of Directors may designate other advisory committees not having and exercising the authority of the Board of Directors in the management of the corporation. Members of any such advisory committee may, but need not be, Directors, and the Board of Directors shall appoint the members thereof, except as and to the extent such authority shall be vested in an officer or agent of the corporation by the Board of Directors.

SECTION 3. TERM OF OFFICE. Each member of the Executive Committee, a Board Committee or an advisory committee (a "committee") shall continue as such until the next Annual Meeting of the Board of Directors and until the member's successor is appointed, unless the committee shall be sooner terminated by resolution of the Board of Directors, or unless such member resigns or is removed from such committee. Any member of a committee may be removed, with or without cause, by the person or persons authorized to appoint such member whenever in such person or persons' judgment the best interests of the corporation shall be served by such removal.

SECTION 4. CHAIR. One member of each committee shall be appointed as chair by the person or persons authorized to appoint the members thereof.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VI

GRANTS, CONTRACTS, CHECKS, DEPOSITS, GIFTS AND INVESTMENTS

SECTION 1. GRANTS. The Board of Directors shall have the power to make grants and contributions and otherwise render financial assistance in furtherance of the purposes of the corporation. The Board of Directors may authorize any officer or officers, agent or agents, in the name and on behalf of the corporation to make any such grants, contributions or assistance.

SECTION 2. CONTRACTS. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President of the corporation.

SECTION 4. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution.

SECTION 5. GIFTS. The Board of Directors may accept, or by resolution may authorize any officer or officers or agent or agents of the corporation to accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

SECTION 6. INVESTMENTS. The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the corporation, and may retain any or all of the assets transferred to the corporation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the corporation as stated in its Articles of Incorporation, and such powers shall not be exercised so as to cause the corporation to lose its qualification as an exempt organization under Code section 501(c)(3).

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE IX

NOTICE AND WAIVER OF NOTICE

SECTION 1. DATE OF NOTICE. Any notice to a Director required or permitted under these by-laws shall be delivered to the Director at the Director's address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered five days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If given by telephone, such notice shall be deemed to be delivered when spoken to the Director. If given by electronic facsimile transmission, such notice shall be deemed to be delivered when transmitted, unless information is received promptly by the sender that the transmission was not received.

SECTION 2. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Oregon Nonprofit

Corporation Act or under the provisions of these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION. The corporation shall indemnify each person who is or was a Director or officer of the corporation, or who is serving or has served at the request of the corporation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, and may indemnify any person who is or was an employee or agent of the corporation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by state law and by Code section 4941, if applicable, in the event any of such persons was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

SECTION 2. AUTHORIZATION OF INDEMNIFICATION. Any indemnification under this Article X (unless the indemnification is ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances. In the case of indemnification that is mandatory under Section 1 of this Article, the determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 1 and (b) the amount of the indemnification permitted by law. Any determination under this Section shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable by a majority vote of a committee duly designated by the Board of Directors, consisting solely of two or more directors not at the time parties to the proceeding; or (c) by an opinion of special legal counsel selected as described in (a) or (b) of this sentence or if such a quorum or committee is not obtainable, then the special legal counsel shall be selected by majority vote of the full vote of directors including directors who are parties to the proceeding.

SECTION 3. ADVANCE PAYMENTS. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by

or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article X; unless such payment would constitute an act of self-dealing under Code section 4941, if applicable.

SECTION 4. NON-EXCLUSIVITY AND CONTINUATION. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 5. INSURANCE. The corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article X, and (b) on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article X.

ARTICLE XI

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws adopted by the Board of Directors. Such action may be taken at any Annual, regular or Special Meeting, provided notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of any Special Meeting at which such action is taken, and provided further that no such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the corporation as stated in its Articles of Incorporation or otherwise cause the corporation to lose its qualification as an exempt organization under Code section 501(c)(3).

ARTICLE XII

MISCELLANEOUS

SECTION 1. DEFINITIONS. All references in these by-laws to Code sections are to sections of the Internal Revenue Code of 1986, and shall include future amendments to such sections and corresponding provisions of future federal tax laws, all as from time to time in effect.

SECTION 2. MEMBERS. The corporation shall have no members.