

ARTICLES OF INCORPORATION
OF
COLUMBIA GORGE COMMUNITY COLLEGE FOUNDATION

[NOTE: The following is a compilation of the Articles of Incorporation of Columbia Gorge Community College Foundation filed May 9, 1979, amended November 1, 1990, June 26, 1995, and May 14, 2005.]

ARTICLE I

NAME AND DURATION

The name of this corporation is COLUMBIA GORGE COMMUNITY COLLEGE FOUNDATION and its duration shall be perpetual.

ARTICLE II

PURPOSE AND GOALS

Section 1. Purpose. The primary purpose of the Corporation is to advance and promote the interests and development of Columbia Gorge Community College and the students, faculty, and community. The Corporation shall provide a means for receiving and administering charitable donations to be used for student scholarships, for College facilities and improvements (including both real and personal properties), for special College projects and programs, or for other purposes that benefit the College. The Corporation may also provide funding for acquisition for College facilities and improvements, both real and personal properties, special College projects/programs, and any other matters which would benefit and support the College. The Corporation's Board of Directors shall solicit and accept gifts in support of Columbia Gorge Community College; and shall manage, invest, and account for the assets of the Corporation.

Section 2. Goals. The following are the principal goals of the Corporation:

- (a) To promote and fund the interests of the students, faculty, alumni, and friends of Columbia Gorge Community College in its development. Interests will include, but not be limited to, the educational, student services and community service programs, equipment and facility acquisitions and improvements.
- (b) To solicit, receive and administer charitable donations.
- (c) To conduct fundraising campaigns and activities.
- (d) To provide resources for financial assistance to deserving individuals to commence or continue their education.

- (e) To provide stewardship of funds raised or otherwise donated to the Corporation.

Section 3. Specific Limitations. Notwithstanding any other provision herein, the following shall apply:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that will prevent it from qualifying as a Corporation described in Section 501(c)(3) of the Internal Revenue Code , or that will prevent it from qualifying as a Corporation described in ORS 317.080(1).

(b) No substantial part of the activities of the Corporation shall consist of the participation in any manner or extend, or intervention in (including the publishing or distributing of statement), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or the State of Oregon, or any other jurisdiction whether such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Internal Revenue Code.

(c) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used for purposes that are not stated in Article II herein, within the meaning of Section 501(c)(3) of the Internal Revenue Code, and within the meaning of ORS 137.080(1).

(d) No compensation or payment shall ever be paid or made to any officer, director, trustee, incorporator, organizer, or employee of this Corporation, or substantial contributor to it except as a reasonable allowance for actual expenditures or service made or rendered to or for the Corporation; neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inured to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(e) No loans shall be made by this Corporation to its directors or officers in violation of Oregon law.

ARTICLE III

TERMINATION OR DISSOLUTION

In the event of termination, dissolution, or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) Columbia Gorge Community College located in The Dalles, Oregon, or one or more organizations described in Section 501(c)(3) of the Internal Revenue Code and having similar objectives.

ARTICLE IV

INITIAL REGISTERED AGENT/ADDRESS

The address of the initial registered office of the Corporation is 304 East 4th Street, The Dalles, Oregon 97058, and the name of its initial registered agent at such address is William E. Bell.

ARTICLE V

MEMBERS

Section 1. The Corporation shall have no Members.

ARTICLE VI

SHAREHOLDERS

This Corporation shall have no stock and no shareholders.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall be governed by a Board of Directors, the exact number of which shall be fixed by the Bylaws, but shall be not less than five (5). The number of Directors constituting the initial Board of Directors is six (6), and the names and addresses of the persons who are to serve as the initial Directors and until their successors are duly elected are:

- Kathleen Buhl, Rt. 4, Box 253, The Dalles, OR 97058
- Larry Gilpin, 1617 Oregon, The Dalles, OR 97058
- Lyle R. Grisham, 1912 East 13th Street, The Dalles, OR 97058
- Keith A. Mobley, 112 West 4th Street, The Dalles, OR 97058
- Roger N. Warkins, 506 Summit Ridge Drive E., The Dalles, OR 97058
- Daniel N. Williams, 1217 Frost Ct. W., The Dalles, OR 97058

Procedures for the nomination and election of Directors shall be set forth in the Bylaws of the Corporation.

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ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Keith A. Mobley
112 West 4th Street
The Dalles, Oregon 97058

ARTICLE IX

LIABILITY

No Director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for reason of his or her conduct as Director except to the extent that such limitation of liability is prohibited by the Oregon Nonprofit Corporation Act.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or is 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 Director or officer of the Corporation, or serves or served at the request of the Corporation as a Director, or as an officer, of another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE XI

COMMITTEES CREATED BY BOARD OF DIRECTORS

The Board of Directors may create one or more committees of the Board of Directors which exercise the authority of the Board of Directors and elect Members of the Board to serve on the committees or designate the method of selecting committee members.