

STATE OF OREGON
Corporation Division

ARTICLES OF INCORPORATION
Non-Profit Corporation

The undersigned natural person of the age of eighteen years or more, acting as incorporator under the Oregon Non-Profit Corporation Law, adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be HOLLYWOOD BOOSTERS, INC. and its duration shall be perpetual.

ARTICLE II

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including such purposes as making distributions to organizations that qualify as exempt organizations under Section 501(C)(3) Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). More specifically, said corporation is organized to:

1. Engage in any lawful activity, not of which is for profit, for which corporations may be organized under ORS Chapter 65;
2. Bring together all merchants, business and professional people of the Hollywood District in this organization and encourage a closer cooperation between the members of this association;

3. To sponsor collective advertising, the advertising of the Hollywood District, and to plan and solicit the establishment of new industries and businesses desirable to this district;
4. To work for municipal legislation and expenditure of municipal funds when it may be for the best interest of the district and generally to engage in and promote any enterprise or thing which will develop and build a greater and richer community;
5. To conduct the affairs of the corporation to insure that such work is at all times organized and operated exclusively to benefit the Hollywood Business District and to insure that no part of the revenues regarding said corporation inure to the personal benefits of any individuals.

ARTICLE III

Said corporation shall be classified in the following category: Public Benefit (P), and shall have members.

ARTICLE IV

The address of the initial registered office of the corporation is 2035 NE 42nd Avenue, Portland, Oregon 97213, and the name of its initial registered agent at such address is Brett S. Carson.

ARTICLE V

The Principal office is:

HOLLYWOOD BOOSTERS, INC
1901 NE 42nd Avenue
P.O. Box 13325
Portland, OR 97213

ARTICLE VI

The names and addresses of each incorporator are:

Norman Stoll	3830 N.E. Hancock Portland, OR 97212
Paul Clark	4122 N.E. Broadway Portland, OR 97232
Mark Karson	3738 N.E. Sandy Blvd. Portland, OR 97232
Pat Halloran	5474 N.E. Sandy Blvd Portland, OR 97213

ARTICLE VII

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 may be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II.

ARTICLE VIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions, for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation and in such manner, or to such organization or organizations operating exclusively for charitable, educational, religious or scientific purposes and shall at the time qualify as an except organization under Section 501 (C)(3) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Directors shall determine. Any such assets not so disposed

of shall be disposed of by a court of proper jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations of the court and shall determine which are organized and operate exclusively for such purpose.

ARTICLE IX

Each member of the Board of Directors shall be elected at the annual meeting by the general membership. The term of office of the director shall be one year.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by the Oregon Business 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 a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director or as an officer or as a fiduciary of an employee benefit plan and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Business Corporation Act in effect at the same time of the determination.

ARTICLE XI

The personal liability of a director of the corporation to the corporation, or to its shareholders, for monetary damages for any conduct as a director, shall be, and hereby is eliminated or limited to the fullest extent permitted by the laws of the State of Oregon. The provisions of the Oregon Business Corporation act in effect at the time of the determination.

ARTICLE XII

These Articles of Incorporation shall be effective upon filing.

WHEREFORE the undersigned incorporators hereby execute the within Articles of Incorporation.

DATED this 1st day of August, 1991.

Norman Stoll

Paul Clark

Mark Karson

Pat Halloran

Person to Contact
About this Filing:

Brett S. Carson
CASTEEL & CARSON
Attorney's at Law
2035 N.E 42nd Avenue
Portland, OR 97213
Telephone (503)288-9291