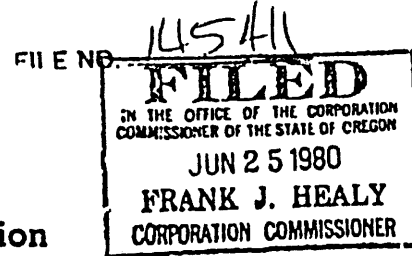




One or more natural persons of the age of 21 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of Incorporation.



Nonprofit

### Articles of Incorporation

OF

ESTATE PLANNING COUNCIL OF PORTLAND, INC.

The undersigned natural person(s) of the age of twenty-one years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is Estate Planning Council of  
Portland, Inc.

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS. 61.071.)

and its duration shall be Perpetual

ARTICLE II The purpose or purposes for which the corporation is organized are: Subject to the limitations herein, the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61. The primary purposes of the corporation shall be to promote the interests of its members, to further the growth and scope of estate planning, and to implement the services which the members can render by independent cooperation and understanding of the proper relationship which life insurance, fiduciary business, accounting and law bear to the others and to the clients of the members and the general public. The corporation shall be advisory in character. In no event, however, shall the corporation have or exercise any power which would cause it to not qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as it now exists or as it may be amended from time to time; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation, shall inure to the benefit of any private individual.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The address of the initial registered office of the corporation is 1100 S.W. Sixth  
Avenue, 1200 Standard Plaza, Portland, Oregon 97204

(Street and Number)

(City and State)

(Zip)

and the name of its initial registered agent at such address is Robert D. Dayton

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_, and the names and addresses of the persons who are to serve as directors until the first

(At least three)

annual meeting or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u> (Street and Number)	<u>Address</u> (City and State)	<u>(Zip)</u>
<u>John L. Hartley</u>	<u>200 S.W. Market,</u>	<u>Portland, Oregon</u>	<u>97201</u>
<u>Robert L. Farra</u>	<u>One S.W. Columbia,</u>	<u>Portland, Oregon</u>	<u>97258</u>
<u>Robert M. Magee</u>	<u>1001 SW 5th Ave.</u>	<u>P. O. Box 2808, Portland, Oregon</u>	<u>97208</u>
<u>David A. Kekel</u>	<u>1100 S.W. Sixth Avenue,</u>	<u>1400 Standard Plaza,</u>	<u>Portland, Oregon 97204</u>

**ARTICLE V** The name and address of each incorporator is:

<u>Name</u>	<u>Address</u> (Street and Number) (City and State)	<u>(Zip)</u>
<u>Robert D. Dayton</u>	<u>1100 S.W. Sixth Avenue,</u> <u>1200 Standard Plaza, Portland, Oregon</u>	<u>97204</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

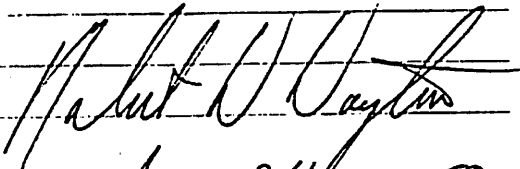
**ARTICLE VI** The provisions for the distribution of assets on dissolution or final liquidation are:

Upon dissolution or final liquidation of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations qualified as exempt under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE VII** (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.)

Rules relating to membership and other matters involving regulation of the internal affairs of the corporation shall be established in Bylaws adopted by the corporation.

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Dated June 24, 1980