

CENTER FOR NONPROFIT LAW, PC

January 26, 2021

Santa Clara Community Foundation
Attn: Kate Perle
1250 Irvington Dr.
Eugene, OR 97404

RE: Articles of Incorporation and Corporate Minutes Book

Dear Kate and Board Members:

Congratulations! Your organization is now an official Oregon Nonprofit Corporation. Enclosed please find a Corporate Minutes Book for Santa Clara Community Foundation. We have inserted a copy of the Articles of Incorporation, with the "file stamp" of the Oregon Corporation Division, showing your official incorporation date. Please see the detailed instructions for use of Corporate Minutes Books that we have enclosed. Also included is "A Guide to Non-profit Board Service in Oregon," an informative handbook supplied by the Office of the Attorney General with information specifically for directors of nonprofit charitable organizations.

The next step in the "New Nonprofit Corporation Start-up Package" will be to complete the organization's Bylaws. If you have not already done so, please call our office to set up an appointment to confer with an attorney so we can customize this document to meet the specific requirements of the organization. After the Bylaws have been written, you should plan to hold the formal "Organizational Meeting" of the Board of Directors to officially adopt the Bylaws and take care of other important business matters. It is our usual practice to have an attorney attend this meeting and make a presentation to the Board, answer any questions and to assist with all of the necessary resolutions and Board business. We will send a separate letter to help the Board prepare for this meeting.

Please let us know if you have any questions.

Very truly yours,



David E. Atkin

"Helping the People Who Change the World"

Director: David E. Atkin, Attorney at Law
590 W. 13th Avenue, Eugene, Oregon 97401
MAIL: P.O. Box 10008, Eugene, Oregon 97440
Phone (541)342-6336 Fax (541)484-3926



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NONPROFIT

SANTA CLARA COMMUNITY...

NEWINC

ARTICLES OF INCORPORATION
OF

SANTA CLARA COMMUNITY FOUNDATION

I, David E. Atkin, a natural person of the age of more than 18 years, and a citizen of the United States, acting as Incorporator under Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation, and do hereby certify:

ARTICLE I
NAME AND DURATION

The name of the corporation is Santa Clara Community Foundation. Its duration is perpetual.

ARTICLE II
TYPE OF CORPORATION

This corporation is a public benefit nonprofit corporation.

ARTICLE III
REGISTERED AGENT
AND STREET ADDRESS OF REGISTERED AGENT

The initial Registered Agent of the corporation is David E. Atkin, and he has consented to this appointment. The address and location of the Registered Agent is Center for Nonprofit Law, PC, 590 W. 13th Avenue, Eugene, OR 97401. This address is for the service of legal process and papers.

ARTICLE IV
MAILING ADDRESS

The mailing address of the Registered Agent is David E. Atkin, Attorney, P.O. Box 10008, Eugene, Oregon 97440. This is the address for mailing notices.

ARTICLE V VOTING MEMBERS

The corporation does have voting members as defined in Chapter 65 of the Oregon Revised Statutes. The initial voting members shall be appointed by the Incorporator. Subsequent voting members will be selected as stated in the bylaws.

ARTICLE VI DIRECTORS

The initial Board of Directors for the corporation will be appointed by the Incorporator. Subsequent Directors will be elected as stated in the bylaws of the organization.

ARTICLE VII PURPOSE AND POWERS

This corporation is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

The corporation will have all the following powers:

- A. To conduct its business, carry on its operations, have offices and exercise all of the powers granted by Oregon Law.
- B. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

ARTICLE VIII RESTRICTION ON ACTIVITIES

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX
NO PRIVATE BENEFIT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

ARTICLE X
LIMITS ON INFLUENCING LEGISLATION
AND POLITICAL ACTIVITIES

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

ARTICLE XI
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
INDEMNIFICATION

The corporation will indemnify its directors and officers to the fullest extent allowed by current or future Oregon law or federal law, provided, however, that in the event of a settlement, the Board of Directors must approve any settlement in advance.

The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future Oregon law or federal law.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator of the corporation is David E. Atkin, Attorney, Center for Nonprofit Law, PC, 590 W. 13th Avenue, Eugene, Oregon 97401.

ARTICLE XIV
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The requirements for amending the Articles of Incorporation shall be those stated in the bylaws.

I, the undersigned Incorporator, hereby witness and verify the foregoing Articles of Incorporation and certify under penalty of perjury that I have examined them and that they are the accurate, complete and sole Articles of Incorporation of Santa Clara Community Foundation.



Incorporator: _____
David E. Atkin, Attorney

Date: January 12, 2021