

**NONPROFIT**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**PORTLAND-SAPPORO SISTER CITY ASSOCIATION**

ARTICLE I

NAME

The name of this corporation is Portland-Sapporo Sister City Association (the "Corporation") and its duration shall be perpetual.

ARTICLE II

Type of Nonprofit Corporation

This Corporation is a public benefit corporation.

ARTICLE III

Purposes and Powers

1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the "Code"), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.

2. The Corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under the Oregon Nonprofit Corporations Act (the "Act"), and as the same may be hereafter amended. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in, any activity that will invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. Notwithstanding the foregoing, the purposes of the Corporation shall be in accordance with the following:

(a) To cause the people of the City of Portland, Oregon, and the people of Sapporo, Japan, to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.

(b) To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Portland, Oregon, and the people of Sapporo, Japan.

(c) To undertake, both in seeking and in consequence of such consciousness and concern, any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.

(d) To participate as an organization in the promoting, fostering and publicizing of state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of American communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between the people of Portland, Oregon, and the people of Sapporo, Japan, and to act as a coordinating body, committee, agency or counsel among those organizations, groups and individuals desiring to and engaging in the activities of such international municipal cooperation organizations.

3. The Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its officers, directors or other private persons; provided, however, 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 as previously set forth. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code; or (iii) a public charity within the meaning of Section 509 of the Code.

4. All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with the intent and purposes described in this Article.

#### ARTICLE IV.

##### Registered Office and Agent

The address of the current registered office of the Corporation is 1300 SW 5th Avenue, Portland, Oregon 97201. The name of the Corporation's registered agent at such address is DWT Oregon Corp.

ARTICLE V.

Principal Office

The principal office address of the Corporation is P.O. Box 1898, Portland, Oregon 97207.

ARTICLE VI.

Members and Management

1. The Corporation shall have no members.
2. The Corporation shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation and by the Bylaws.

ARTICLE VII.

Board of Directors

The number, qualifications, terms of office, manner of election, time and place of meeting, and powers or duties of Directors shall be prescribed by the Bylaws of the Corporation; provided that the appointment of any Director shall be approved by the Mayor of the City of Portland, Oregon, such approval may be either ninety (90) days before election to the Board of Directors or after election to the Board.

ARTICLE VIII.

Dissolution

1. The Corporation may be dissolved as provided in ORS Chapter 65, and as the same may be hereafter amended, by the Board of Directors then in office.
2. Upon any dissolution and final liquidation of the Corporation, all assets shall be distributed to the City of Portland, Oregon; provided, however, the City of Portland, Oregon, shall use such liquidation for purposes consistent with Article III, Section 2.

ARTICLE IX.

Amendment

These Articles of Incorporation may be amended by a majority vote of the Board of Directors then in office at any meeting for which seven (7) days prior written notice of consideration of such an action shall be duly given.

## ARTICLE X.

### Limitation of Liability

The personal liability to the Corporation or any Director or uncompensated Officer for monetary damages for that person's conduct as a Director or Officer is hereby eliminated; provided, however, that such Director or Officer shall remain liable for any breach of such Director's or Officer's duty of loyalty to the Corporation, acts or omissions by such Director or Officer which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which the Director or Officer derived an improper personal benefit, and any act or omission in violation of ORS 65.361 to 65.367, as in effect on the date of these Articles.

## ARTICLE XI

### Indemnification

1. Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

2. The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

3. At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

4. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

5. The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

ARTICLE XII

Notices

The name and address of the person to whom the Corporation Division may mail notices required by law is:

Name

Address

DWT Oregon Corp.

1300 S.W. Fifth Avenue, Suite 2300  
Portland, Oregon 97201