

NONPROFIT SUPPORT SERVICES

A Law Office Assisting Nonprofit Corporations with
Legal, Financial and Organizational Matters

June 10, 2010

Northwest Pavement Management
Attn: Debbie Martisak
c/o City of Beaverton Public Works
PO Box 4755
Beaverton, OR 97076

RE: Articles of Incorporation

Dear Debbie and Board Members:

Congratulations! Your organization is now an official Oregon Nonprofit Corporation. Enclosed is a copy of the Articles of Incorporation, with the "file stamp" of the Oregon Corporation Division, showing your official incorporation date. You should store them in a safe place as part of your Archival Corporate Minutes Book, and in the more accessible records you keep in the Corporate Minutes Book.

Please call if you have any questions. I hope and trust all is going well for you and your new nonprofit corporation.

Best wishes,

/s/ David E. Atkin
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
ARTICLES OF INCORPORATION
OF
NORTHWEST PAVEMENT
MANAGEMENT ASSOCIATION

FILED
MAY 28 2010
OREGON
SECRETARY OF STATE

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 Northwest Pavement Management Association.
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 Atkin and he has consented to this appointment. The address and location of the Registered Agent is 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 P.O. Box 10008, Eugene, Oregon 97440. This is the address for mailing notices.

NORTHWEST PAVEMENT MANAGEMENT A



ARTICLE V VOTING MEMBERS

Northwest Pavement Management Association 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 Northwest Pavement Management Association 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, and 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.
- C. To receive and allocate contributions, within the discretion of the board of directors, to any organization organized and operated exclusively for charitable or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code.

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

The property of this corporation is irrevocably dedicated to § 501(c)(3) exempt purposes. No part of the net income or assets 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 and winding up of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed by the Board of Directors to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in § 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

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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 Northwest Pavement Management Association is David E. Atkin, 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 Northwest Pavement Management Association.

Incorporator:



David E. Atkin

May 13, 2010



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 938-2200
Fax: (503) 378-4381
www.filinginoregon.com

Registry Number: 690994-98
Type: DOMESTIC NONPROFIT CORPORATION

Next Renewal Date: 05/28/2011

NORTHWEST PAVEMENT MANAGEMENT ...
PO BOX 10008
EUGENE OR 97440

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF INCORPORATION

Filed On
05/28/2010

Jurisdiction
OREGON

Nonprofit Type
PUBLIC BENEFIT WITH
MEMBERS

Name

NORTHWEST PAVEMENT MANAGEMENT ASSOCIATION

Registered Agent

DAVID ATKIN
590 W 13TH AVE
EUGENE OR 97401

Mailing Address

PO BOX 10008
EUGENE OR 97440