

ARTICLES OF INCORPORATION
OF
ROCK CREEK ELEMENTARY SCHOOL PARENT-TEACHER CLUB, INC.

ARTICLE I

The name of the corporation is Rock Creek Elementary School Parent-Teacher Club, Inc.

ARTICLE II

This corporation is a public benefit corporation.

ARTICLE III

This corporation is organized and shall be conducted exclusively for the charitable and educational purposes of promoting education, communication, and understanding among students, parents, faculty, and the community of Rock Creek Elementary School ("School"), Beaverton School District 48, and the State of Oregon, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation may reimburse persons for expenses incurred on behalf of the corporation, and the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

ARTICLE IV

The corporation shall be a membership organization. The qualifications, conditions, and benefits of membership shall be set forth in the bylaws.

ARTICLE V

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more organizations operating within Beaverton School District 48J, or any legal successor thereof, and having specific purposes and objectives similar in character to those of this corporation and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to an educational fund, foundation or corporation organized and operated exclusively for purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

No director or uncompensated officer of the corporation shall be liable to the corporation for monetary damages for conduct as a director or officer, except that this provision shall not eliminate or limit the liability of a director or officer for:

- (a) Any breach of the directors' or officers' duty of loyalty to the corporation or its members;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (c) Any unlawful distribution;
- (d) Any transaction from which the director or officer derived an improper personal benefit; and
- (e) Any act or omission in violation of ORS 65.361 to 65.367.

ARTICLE VII

The name of the initial registered agent for the corporation is Lynn E. Akerman. The address of the registered office of the corporation is 4125 N.W. 185th Avenue, Portland, Oregon 97229, and all correspondence shall be sent to such address.

ARTICLE VIII

Each of the directors has consented to their appointments. The names and addresses of the initial directors of the corporation are as follows:

Lynn E. Akerman
18435 NW Winema Court
Portland, Oregon 97229

Deon Diamond
19933 NW Metolius Drive
Portland, Oregon 97229

Kathi H. Lee
4830 NW Kahneeta Drive
Portland, Oregon 97229

Lori A. Blackburn
3685 NW Columbia Avenue
Portland, Oregon 97229

ARTICLE IX

The name and address of the incorporator is Lynn E. Akerman, 18435 NW Winema Court, Portland, Oregon 97229.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and, to the best of my knowledge and belief, it is true, correct, and complete.

DATED: April 9, 1993

Lynn E. Akerman, Incorporator