

**NONPROFIT
ARTICLES OF INCORPORATION
OF
HOWARD ELEMENTARY SCHOOL P.T.O**

The undersigned individual, acting as incorporator under the Oregon Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation is HOWARD ELEMENTARY SCHOOL P.T.O (the "Corporation"), and its duration shall be perpetual.

ARTICLE 2: PUBLIC BENEFIT CORPORATION

The Corporation is a public benefit corporation.

ARTICLE 3: MEMBERS

The Corporation shall have members, as that term is defined in the Act.

ARTICLE 4: PURPOSES

The purposes of the Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes, or its corresponding future provisions.

ARTICLE 5: DISSOLUTION

See Howard Elementary School PTO Corporate Bylaw. Article XI: Termination

ARTICLE 6: INITIAL DIRECTORS

The governing body of the Corporation shall be the Executive Board/Director. The number of Board/Director constituting the initial Executive Board of the Corporation is six (President, Vice-President, Secretary, Treasurer, Parliamentarian, and Volunteer Coordinator). The number of directors may be changed in accordance with the Corporation's bylaws.

ARTICLE 7: LIMITATION ON LIABILITY

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no director or officer of the Corporation shall have any personal liability to the Corporation for monetary damages for conduct as a director or officer occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right of protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this Article unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not be deemed to eliminate or limit the liability of a director or officer for:

- (a) Any breach of the director's or officer's duty of loyalty to the Corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- (c) Any unlawful distribution;
- (d) Any transaction from which the director or officer derived an improper personal benefit; or
- (e) Any act or omission in violation of ORS 65.361 to 65.367, or the corresponding provisions of any future Oregon nonprofit corporation law.

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

ARTICLE 9: REGISTERED AGENT

The name of the Corporation's registered agent is Pahlee K. Bretoi, and individual. The address of the individual agent's is 700 Howard Ave, Eugene, OR, 97404

ARTICLE 10: INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Pahlee K. Bretoi	700 Howard Ave Eugene, OR 97404

DATED: August 25th, 2010.

PAHLEE K. BRETOI
Incorporator

Person to contact about this filing:

Pahlee K. Bretoi
541-225-4996 (Daytime Telephone
Number)