

One or more natural persons of the age of 18 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of Incorporation.

Nonprofit

Articles of Incorporation
OF

PORTLAND WHEELMEN TOURING CLUB, INC.

CERTIFIED A TRUE COPY
OF ATTORNEYS FOR Corporation

The undersigned natural person(s) of the age of eighteen years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is Portland Wheelmen Touring Club, Inc.

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS 61.071.)

and its duration shall be perpetual

ARTICLE II The purpose or purposes for which the corporation is organized are: To promote the general interests of bicycling; to encourage and facilitate bicycle touring, rides, outings and other recreational activities; to promote safe bicycling conditions; and to promote recognition of the bicycle as a vehicle for recreation and transportation.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The address of the initial registered office of the corporation is _____

1404 Standard Plaza Portland, Oregon 97204
(Street and Number) (City and State) (Zip)

and the name of its initial registered agent at such address is Philip N. Jones

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is

six, and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

Name	Address
(Street and Number)	(City and State) (Zip)
<u>Gary Johnson</u>	<u>19550 SW Blanton, Aloha, OR 97007</u>
<u>Robert Rathbun</u>	<u>540 SE 176th Place, Portland, OR 97230</u>
<u>R. Scott McDuffie</u>	<u>5724 SW Orchid Court, Portland, OR 97219</u>
<u>Corey Eng</u>	<u>3703 N Willis, Portland, OR 97217</u>
<u>Tom Winterrowd</u>	<u>4311 NE Hoyt, Portland, OR 97213</u>
<u>Patricia Mooney</u>	<u>11404 E Burnside, Portland, OR 97216</u>

ARTICLE V The name and address of each incorporator is:

<u>Name</u>	<u>(Street and Number)</u>	<u>Address</u> <u>(City and State)</u>	<u>(Zip)</u>
Philip N. Jones	1404 Standard Plaza,	Portland,	OR 97204

ARTICLE VI The provisions for the distribution of assets on dissolution or final liquidation are:
Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be used to satisfy the outstanding obligations of the corporation, and the excess shall be distributed by the Board of Directors to corporations, societies, or organizations whose activities and purposes are substantially similar to the activities and purposes of this corporation.

ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.)

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

Philip N. Jones
Philip N. Jones

Dated August 13, 19 82

File with Corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.