

Department of Commerce Corporation Division

Certificate of Incorporation

OF

_____ MID-WILLAMETTE VALLEY COMMUNITY ACTION AGENCY, INC.

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

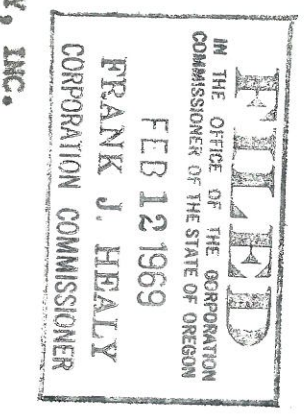
Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 12th day of February, 19 69.

Frank J. Healy
Corporation Commissioner

By _____
Helene Bergman
Chief Clerk





ARTICLES OF INCORPORATION
Of The
MID-WILLETTE VALLEY COMMUNITY ACTION AGENCY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, do hereby associate ourselves together as a body corporate under the General Incorporation Laws of the State of Oregon, and do hereby make and adopt the following Articles of Incorporation.

ARTICLE I

The name assumed by this corporation and by which it shall be known is the Mid-Willamette Valley Community Action Agency, Inc., and its duration shall be perpetual.

ARTICLE II

This corporation is a non-profit public service corporation, organized exclusively for eleemosynary purposes and its objects and purposes are:

1. To marshal and coordinate the resources and agencies, both public and private, in Marion and Polk Counties, Oregon, for the purpose of alleviating poverty and of resolving other socio-economic problems existing or occurring within said counties;
2. To engage in any lawful activity for which a corporation may be organized under the provisions of Chapter 61, Oregon Revised Statutes, except that this corporation will not engage in any activity except to an insubstantial degree, which is not in the furtherance of one or more exempt purposes described in Section 501 (c) (3) of the United States Internal Revenue Code.

ARTICLE III

This corporation is organized solely as a non-profit corporation and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its earnings, income or property will inure to the benefit of any member, director, officer, individual, firm or corporation. The sole property or monies

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possessed by the corporation at the time of making these articles of incorporation are those possessed and heretofore allotted to the Mid-Willamette Valley Community Action Program, an unincorporated association to which this corporation is the successor.

ARTICLE IV

This Corporation shall have not less than thirty (30) members who shall constitute a council and shall be elected or appointed in the manner, for the terms, and subject to the qualifications set out in the Constitution and by-laws of this corporation, or any amendments thereto.

ARTICLE V

This corporation shall be governed, and its powers exercised, by the members of said council or their duly elected or selected successors. The governing body shall be known as the Mid-Willamette Valley Community Action Council; the members constituting the initial council at the time of incorporation shall be the following:

Dr. Peter Batten
2455 Franzen, NE
Salem, Oregon 97303

Albert Bauman
St. Benedict, Oregon 97373

Rogelio Cedillo
664 South Main Street
Independence, Oregon 97351

Mrs. Elsie Clark
Polk County Courthouse
Dallas, Oregon 97338

Mrs. Dian Fay
506 Academy Street
Dallas, Oregon 97338

The Reverend Daniel Ferry
1444 Liberty Street, SE
Salem, Oregon 97302

Bill Flummerfelt
1046 Howard Street, SE
Salem, Oregon 97302

Laverne A. Hemmer
2336 Broadway Street, NE
Salem, Oregon 97303

Wesley M. Howe
Marion County Courthouse
Salem, Oregon 97301

Mrs. Beverly Kelley
3830 LaBranche, SE
Salem, Oregon 97301

Iva N. Kilpatrick
3221 Bluff Avenue, SE
Salem, Oregon 97302

Robert Lynch
P O Box 751
Salem, Oregon 97308

Pat McCarthy
Marion County Courthouse
Salem, Oregon 97301

Dena McDonald
Route 3, Box 132 South Uglaw
Dallas, Oregon 97338

Terry D. McDonald
1095 Liberty Street, SE
Salem, Oregon 97302

Nate Miller
1900 5th Avenue, NE
Salem, Oregon 97303

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George D. Porter
P O Box 87
Salem, Oregon 97308

Lucille S. Pugh
480 Church Street, SE
Salem, Oregon 97301

William L. Robertson
P O Box 15
Grande Ronde, Oregon 97347

Joe Rogers
Route 1, Box 327
Independence, Oregon 97351

Marzell Sampson
3511 Brooks Street, NE
Salem, Oregon 97303

The Reverend Nicholas Sanin
2392 Edgewood Avenue, NE
Salem, Oregon 97303

James W. Tindall
1120 Columbia Street, NE
Salem, Oregon 97303

Daniel Trader
3018 Livingston, NE
Salem, Oregon 97303

Ernest E. White
Box 32
Scotts Mills, Oregon 97375

Roger Zwenke
410 North Main Street, P O Box 85
Dallas, Oregon 97338

William K. Osterhout
500 South College
Monmouth, Oregon 97361

Clifford Jones
Polk County Courthouse
Dallas, Oregon 97338

Mrs. Louise Turvey
2405 Adams Street, SE
Salem, Oregon 97301

ARTICLE VI

This corporation shall have no stockholders nor shares of stock and its affairs shall be conducted solely by the Mid-Willamette Valley Community Action Council and its officers.

ARTICLE VII

The private property of the individuals comprising said council shall not be subject to or liable for the corporation debts to any extent, nor shall individuals, officers or incorporators be liable for such corporation debts, or other civil liabilities arising out of the conduct of the affairs and carrying out of the purposes of the corporation.

ARTICLE VIII

Upon the liquidation of this corporation, all available net assets shall revert in the State of Oregon or the United States to the extent that each or either may have been the source of acquisition of said assets. Any other assets of this corporation upon liquidation shall be transferred and delivered to an Oregon non-profit corporation with similar purposes and which has been qualified

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for a non-profit exemption under the provisions of the Internal Revenue Code of the United States.

ARTICLE IX

The officers of the corporation shall consist of a chairman, a vice chairman and a second vice chairman who shall receive no compensation for their services as such officers except as reimbursement for actual expenses incurred in the performance of their duties. The Mid-Willamette/Community Action Council may appoint in their discretion, such other officers, including an executive director, as the business of the corporation may require, each of whom shall hold office for such period, receive such compensation, have such authority and perform such duties as are provided in the constitution and by-laws of the corporation, or as said council may from time to time determine.


ARTICLE X


The address of the registered office of the corporation shall be Suite 309 Oregon Building, 494 State Street, Salem, Oregon, and the name of the registered agent at such address at the time of the adoption of these articles of incorporation and at the present time is Charles Freeman Fredrickson.

ARTICLE XI

These articles of incorporation may be amended in whole or in part at any annual, regular or special meeting of the Mid-Willamette Valley Community Action Council, provided that a full text of the proposed amendments is given in the notice of the meeting, mailed to each member of said council at least ten (10) days before the date of the meeting, and provided further that a majority of the members of said council vote in favor of said amendment.

IN WITNESS WHEREOF, we the undersigned incorporators, have set our hands and seals to these presents on this 11th day of February, 1969.



Marzell Sampson
3511 Brooks Street, NE
Salem, Oregon 97303

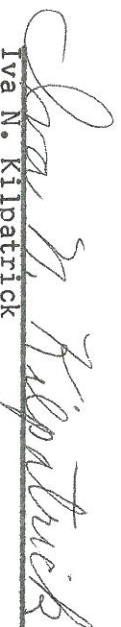

Ernest E. White
Box 32
Scotts Mills, Oregon 97375


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LAW OFFICES OF
HATTIE BRATZEL KREMEN
SUITE 205, OREGON BUILDING - 494 STATE STREET
SALEM, OREGON 97301
TELEPHONE 363-4628



Terry D. McDonald
1095 Liberty Street, SE
Salem, Oregon 97302


Iva N. Kilpatrick
3221 Bluff Avenue, SE
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ARTICLES OF INCORPORATION

LAW OFFICES OF
HATTIE BRATZEL KREMEN
SUITE 205, OREGON BUILDING - 494 STATE STREET
SALEM, OREGON 97301
TELEPHONE 363-4628

STATE OF OREGON)
 : ss.
County of Marion)

On this 11th day of February, 1969, before me, JOHN D. LOGAN, the undersigned officer, personally appeared MARZELL SAMPSON, ERNEST E. WHITE, TERRY D. McDONALD, IVA N. KILPATRICK, WESLEY M. HOWE, ALBERT BAUMAN, LUCILLE S. PUGH and LAVERNE A. HEMMER, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same for the purpose therein contained, and that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public for Oregon
My Commission Expires April 7, 1972

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ARTICLES OF INCORPORATION

LAW OFFICES OF
HATTIE BRATZEL KREMEN
SUITE 205, OREGON BUILDING - 494 STATE STREET
SALEM, OREGON 97301
TELEPHONE 363-4628

STATE OF OREGON)
) ss.
County of Marion)

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IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ John D. Logan
Notary Public for Oregon
My Commission Expires April 7, 1972

STATE OF OREGON)
County of Marion) ss.

I hereby certify that
the foregoing is a true and
correct copy of the original
and the whole thereof.


Attorney for the Corporation

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
MID-WILLAMETTE VALLEY COMMUNITY ACTION AGENCY, INC.

Pursuant to the provisions of section 65.434 of the Oregon Revised Statutes, Mid-Willamette Valley Community Action Agency, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The present name of the Corporation is Mid-Willamette Valley Community Action Agency, Inc..

SECOND: The following amendments to its Articles of Incorporation were adopted by the board of directors in the manner prescribed by applicable law.

(1) The Article entitled Article II, section 2, is amended to read as follows:

2. To engage in any lawful activity for which a corporation may be organized under the provision of Chapter 65, Oregon Revised Statutes, except that this corporation will not engage in any activity except to an insubstantial degree, which is not in the furtherance of one or more exempt purposes described in Section 501(c)(3) of the United States Internal Revenue Code.

(2) The Article entitled Article IV is amended to read as follows:

This Corporation shall have not less than fifteen (15) members who shall constitute a Board of Directors and shall be elected or appointed in the manner, for the terms, and subject to the qualifications set out in the bylaws of this corporation or any amendments thereto.

(3) The Article entitled Article V is amended to read as follows:

This corporation shall be governed, and its powers exercised, by the members of said Board of Directors or their duly elected or selected successors.

(4) The Article entitled Article VII is amended to read as follows:

The private property of the individuals comprising said Board of Directors shall not be subject to or liable for the corporation debts to any extent, nor shall individuals, officers or incorporators be liable for such corporation debts, or other civil liabilities arising out of the conduct of the affairs and carrying out the purposes of the corporation.

(5) The Article entitled Article IX is amended to read as follows:

The officers of the corporation shall consist of a chairperson, a vice-chairperson, and a secretary/treasurer, who shall receive no compensation for their services as such officers except as reimbursement for actual expenses incurred in the performance of their duties. The Mid-Willamette Valley Community Action Agency Board of Directors may appoint in their discretion such other officers, including an executive director, as the business of the corporation may require, each of whom shall hold office for such period, receive such compensation, have such authority and perform such duties as are

provided in the bylaws of the corporation, or as said Board of Directors may from time to time determine.

(6) The Article entitled Article X is amended to read as follows:

The address of the registered office of the corporation shall be 960 Liberty Street SE Suite 110, Salem, Oregon, and the name of the registered agent at such address at the present time is Ben Fetherston.

(7) The Article entitled Article XI is amended to read as follows:

These articles of incorporation may be amended in whole or in part at any annual, regular or special meeting of the Mid-Willamette Valley Community Action Agency Board of Directors, provided that the corporation provides notice of any meeting of the Board of Directors at which an amendment is to be voted upon, and provided further that such notice states that the purpose, or one of the purposes of the meeting is to consider a proposed amendment to the articles, and provided further that the notice contains or is accompanied by a copy or summary of the amendment or states the general nature of the amendment.

THIRD: The date of adoption of each of the aforementioned amendments is July 24, 2008.

FOURTH: This Corporation has no members as defined by ORS 65.001(28). Approval of members was not required for the aforementioned amendments.

FIFTH: The amendment was approved by a sufficient vote of the Board of Directors.

DATED this 30th day of July, 2008.

MID-WILLAMETTE VALLEY COMMUNITY ACTION AGENCY, INC.

By: *Rick McKenna*

Rick McKenna, Board Chair

VERIFICATION

STATE OF OREGON)
): ss.
COUNTY OF MARION)

The undersigned being first duly sworn, deposes and states: that the undersigned is the Board Chair of Mid-Willamette Valley Community Action Agency, Inc., that the undersigned has read the Certificate of Amendment and knows the contents thereof and that the same contains a truthful statement of the Amendment duly adopted by the Board of Directors of the Corporation.

Rick McKenna

Rick McKenna

**RESOLUTION 2016-01
TO AMEND ARTICLES OF INCORPORATION
OF
MID-WILLAMETTE VALLEY COMMUNITY ACTION AGENCY, INC.**

WHEREAS, pursuant to ORS 65.461, the Board of Directors (“Board”) of Mid-Willamette Valley Community Action Agency (the “Corporation”) voted to amend its Articles of Incorporation and bylaws to change the authorized number of directors to be no less than 9 members and no more than 15 members in October 2012; and

WHEREAS, the due to a scrivener’s omission, the Articles of Incorporation were not amended in writing; and

NOW THEREFORE BE IT RESOLVED, that:

Article IV is amended to read as follows:

“Article IV

This Corporation shall have no less than nine (9) and no more than fifteen (15) members who shall constitute a Board of Directors and shall be elected or appointed in the manner, for the terms, and subject to the qualifications set out in the bylaws of this corporation or any amendments thereto.”

FURTHER RESOLVED, that:

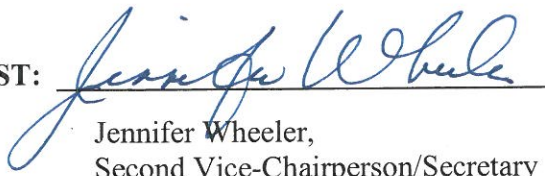
The officers of the Corporation are authorized and directed to file articles of amendment with the Oregon Secretary of State relating to this amendment.

APPROVED AND ADOPTED, on February 25, 2016



Jeff Wood, Chairperson

ATTEST:


Jennifer Wheeler,
Second Vice-Chairperson/Secretary