

NONPROFIT
ARTICLES OF INCORPORATION
OF
OREGON BUILDING CONGRESS ACADEMY
FOR ARCHITECTURE, CONSTRUCTION AND ENGINEERING

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

ARTICLE I

The name of the corporation is **OREGON BUILDING CONGRESS ACADEMY FOR ARCHITECTURE, CONSTRUCTION AND ENGINEERING**.

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The corporation is organized and shall be operated exclusively for charitable and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC").

ARTICLE IV

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under IRC Section 501(c)(3) and (b) by a corporation contributions to which are deductible under IRC Sections 170(c)(2), 2055(a)(2) and 2522(a)(2). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted under IRC Section 501(h), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Upon the dissolution or final liquidation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations that are then described in IRC Sections 501(c)(3), 170(c)(2), 2055(a)(2), and 2522(a)(2) as the board of directors shall determine.

ARTICLE VI

The sole member of the corporation shall be the Oregon Building Congress, an Oregon nonprofit corporation.

ARTICLE VII

The initial directors of the corporation are as follows:

Dale Campbell
25560 SE Yahweh Avenue
Damascus, OR 97089

Ken Fry, Executive Director
NECA-IBEW Training Center
16021 NE Airport Way
Portland, OR 97230

Dan Graham, President
Northwest College of Construction
8111 NE Holman St.
Portland, OR 97218

Karen Gray, Superintendent
Parkrose School District
10636 NE Prescott
Portland, OR 97220

Terry Kneisler, Superintendent
Reynolds School District
1204 NE 201st Avenue
Fairview, OR 97204

Bob McKean, Superintendent
Centennial School District
18135 SE Brooklyn
Portland, OR 97236

Ken Noah, Superintendent
Gresham-Barlow School District
1331 NW Eastman Parkway
Gresham, OR 97030

Dick O'Connor, Executive Director
Oregon Building Congress
9450 SW Commerce Circle, Suite260
Wilsonville, OR 97070

Jeff Wheeler, P.E.
Mgr. System Planning & Engineering
Portland General Electric
121 SW Salmon St., 3WTC04
Portland, OR 97204

All directors of the corporation other than the initial directors shall be elected at the time, in the manner and for the terms to be set forth in the corporation's bylaws.

ARTICLE VIII

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE IX

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation 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, officer, employee or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agent and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members or other document or arrangement.

ARTICLE X

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, or the Oregon Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.