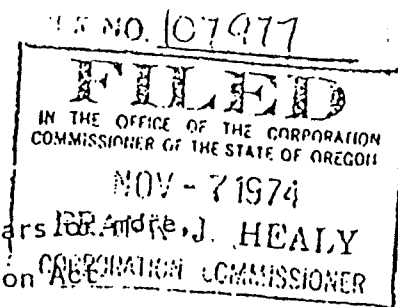


ARTICLES OF INCORPORATION OF THE
SOUTHEAST UPLIFT ADVISORY BOARD



The undersigned natural persons, of the age of twenty-one years and over, acting as incorporators under the Oregon Nonprofit Corporation Act (Oregon Revised Statutes, Chapter 61), hereby adopt the following Articles of Incorporation for said corporation:

ARTICLE I. The name of the corporation is SOUTHEAST UPLIFT ADVISORY BOARD and its duration shall be perpetual.

ARTICLE II. The purpose or purposes for which the corporation is organized are: To better the Southeast Portland community by working toward the solution of its social and physical problems; to exercise any of the powers granted to a nonprofit corporation under the Oregon Nonprofit Corporation Act; and to engage in any lawful activity, none of which is for profit, for which corporations may be organized under O.R.S. Chapter 61.

ARTICLE III. The address of the initial registered office of the corporation is 4316 S.E. Hawthorne Boulevard, Portland, Oregon 97215, and the name of its initial registered agent at such address is Kathy Zimmerly.

ARTICLE IV. The number of Directors constituting the initial Board of Directors of the corporation is 21 and the names and addresses of the persons who are to serve as Directors until their successors may be seated and qualify are:

Dick Priestley
103 SE 63rd
Portland, Ore. 97215

Jo Brown
4126 SE Oak
Portland, Ore. 97214

Virginia Seidel
2321 SE 26th
Portland, Ore. 97214

John Olson
8309 SE Yamhill
Portland, Ore. 97216

Robert Johnson
3229 SE 9th
Portland, Ore. 97202

Larry Lubin
2716 SE Main
Portland, Ore. 97214

John Stryker
7530 SE 35th
Portland, Ore. 97202

Charles Liebert
105 NE 31st
Portland, Ore. 97232

John Hartog
4545 SE Haig
Portland, Ore. 97206

David Utzinger
7231 SE Sherman
Portland, Ore. 97215

Steve Rutherford
Rte. 1 Box 790
Beaverton, Ore. 97005

Dorothy Powell
934 SE Umatilla
Portland, Ore. 97202

Marie Brown
3323 SE 71st
Portland, Ore. 97206

Barbara Conger
3019 SE 53rd
Portland, Ore. 97206

Augusta Richter
9703 SE Harold
Portland, Ore. 97266

Helen Belec
736 SE 45th
Portland, Ore. 97215

Louis Ream
5815 SE Rhone
Portland, Ore. 97206

R. Tom Beasley
2708 SE Rex
Portland, Ore. 97202

Vern Kinnee
6640 SE Buckingham Dr.
Gladstone, Ore.

Art Stubbs
2424 NE 17th
Portland, Ore. 97212

Erma Lundahl
525 SE 65th
Portland, Ore. 97215

ARTICLE V.

The name and address of each incorporator is:

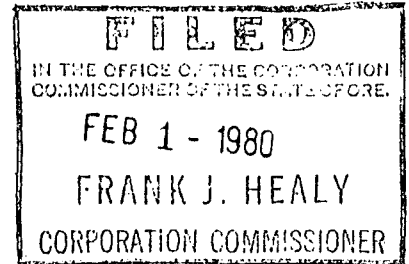
Dick Priestley
103 SE 63rd
Portland, Ore. 97215

Virginia Seidel
2321 SE 26th
Portland, Ore. 97214

Jo Brown
4126 SE Oak
Portland, Ore. 97214

Submit in duplicate

Filing Fee: \$5.00



Articles of Amendment

of

Southeast Uplift Advisory Board

Pursuant to ORS 61.370 these Articles of Amendment were adopted by the undersigned corporation:

1. The present (not new) corporate name is Southeast Uplift Advisory Board
-

2. The following amendment of the Articles of Incorporation was adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(Set forth article(s) in full as will be amended to read.)

- Article II. The purpose or purposes for which the corporation is organized are:
 To better the Southeast Portland community by working toward the solution of its social and physical problems; to exercise any of the powers granted to a nonprofit corporation under the Oregon Nonprofit Corporation Act; and to engage in any lawful activity, none of which is for profit, for which corporations may be organized under O.R.S. Chapter 61. This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code.
- Article VI. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VI. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes for which this corporation is organized. Any such assets not so disposed of shall be disposed of by the presiding Judge of the Circuit Court of Multnomah County, Oregon exclusively for such purposes or to such organization or organizations, as said Judge shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII. MEMBERSHIP:
The membership shall have no voting rights.

ARTICLE VIII. The regulation of the internal affairs of this corporation is placed entirely with the Board of Directors or their successors, as provided in the by-laws of this corporation.

ARTICLE IX. This corporation is a nonprofit corporation and has no capital stock.

ARTICLE X. These Articles of Incorporation may be amended by a two-thirds vote of the Directors present at any regular meeting provided that a quorum is present. The proposed change must be in writing and mailed to the members of the Board fourteen (14) days prior to the meeting at which it is presented. The by-laws of this corporation may be amended as specified in the by-laws.

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

ARTICLE VI.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes for which this corporation is organized. Any such assets not so disposed of shall be disposed of by the presiding Judge of the Circuit Court of Multnomah County, Oregon exclusively for such purposes or to such organization or organizations, as said Judge shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII.

MEMBERSHIP:

The membership shall have no voting rights.

ARTICLE VIII.

The regulation of the internal affairs of this corporation is placed entirely with the Board of Directors or their successors, as provided in the by-laws of this corporation.

ARTICLE IX.

This corporation is a nonprofit corporation and has no capital stock.

ARTICLE X.

These Articles of Incorporation may be amended by a two-thirds vote of the Directors present at any regular meeting provided that a quorum is present. The proposed change must be in writing and mailed to the members of the Board fourteen (14) days prior to the meeting at which it is presented. The by-laws of this corporation may be amended as specified in the by-laws.

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

107977-10

STATE OF OREGON
DEPARTMENT OF COMMERCE
CORPORATION DIVISION

Submit Original and One
True Copy
No Fee Required

ARTICLES OF AMENDMENT
FOR
NONPROFIT CORPORATION
(ORS 61.370)

1. Name of corporation prior to amendment: SE Uplift Advisory Board, Inc.

2. State article number(s) and set forth article(s) as amended.

See Attached - Article I

(Revised)

Article I: The name of the corporation is Southeast Uplift Neighborhood Program, Inc.

3. (Check below the statement which is correct.)

If there are no members having voting rights:

Articles of amendment were adopted by majority of Directors in office at a meeting on Sept. 9, 1985.

If there are members having voting rights:

The articles of amendment were adopted at a meeting of the members at which there was a quorum and received at least two-thirds of the vote and the meeting was held _____, 19__.

All members entitled to vote consented in writing to the articles of amendment.

We, the undersigned officers, 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.

By Robin A. Christ and Nancy Ogden
President or Vice President Secretary or Assistant Secretary

Dated November 3, 1986.

Person to contact about this filing.

Steven D. Rudman, Director

NAME

232-0010

PHONE NUMBER

Submit the original and one true copy to the Corporation Division, Commerce Bldg., 158 12th Street NE, Salem, Oregon 97310.