

**NONPROFIT**

**ARTICLES OF INCORPORATION**

**OF**

**PORTLAND BLUES & JAZZ DANCE SOCIETY**

**ARTICLE I.**

Name

1. The name of this corporation is **the Portland Blues & Jazz Dance Society** (the “Corporation” or “PB&J”), and its duration shall be perpetual.

**ARTICLE II.**

Registered Agent

1. The registered agent of this corporation is Andrew Smith.
2. The address of the registered agent is \_\_\_\_\_.

**ARTICLE III.**

Type of Nonprofit Corporation

1. The Corporation is a public benefit nonprofit corporation.
2. This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to such organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
4. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV.**

Purposes and Powers

1. The Corporation is organized exclusively for the public benefit, and shall operate as a society to celebrate, teach, learn, and preserve modern and historic blues and jazz dance and community amongst the attendees. The Corporation aims to create a safe, respectful, sustainable, and vibrant blues and jazz dance community through the free exchange of ideas, utilization of community knowledge, and promotion by example. The Corporation seeks to re-ignite public interest in partnered dancing and grow blues and jazz dance as a dance form through the exploration of various styles of movement and promotion of both solo and partnered social dancing.

References to sections of the Code shall be construed to include corresponding sections of any future federal tax laws.

2. The Corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Act (the "Act"), and as the same may be hereafter amended. Without limiting this authority, the Corporation shall do all acts and things necessary, conducive, incidental, or advisable to accomplish any of the purposes for which this corporation is formed, including, but not limited to, any powers now or hereafter conferred upon or allowed by the Oregon Nonprofit Corporation Act and § 501(c)(3); provided, that the corporation shall not carry on a business, trade, avocation, or profession for profit.

3. The Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, directors or other private persons; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as previously set forth.

4. Notwithstanding any other provision of these Articles, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in, any activity that will invalidate its status as a corporation which is exempt from federal income taxation as an organization described in §501(c)(3) of the Code as a social club.

5. All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with the intent and purposes described in this Article.

**ARTICLE V.**

Members and Management

1. The Corporation shall have no members.

2. The Corporation shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation and by the Bylaws.

**ARTICLE VI.**

Board of Directors

The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be prescribed by the Bylaws.

The number of Directors constituting the initial Board of Directors of the Corporation is three.

<u>Name</u>	<u>Address</u>
Benjamin Long, Executive Director	11700 SW Burnett Ln. Beaverton, OR 97008

Andrew Smith, Managing Director	1183 SE Haig St. Portland, OR 97202
Drew Robinson, Operations Director	2804 NE 18th Ave. Portland, OR 97212
Ivy Grey, Strategic Director	1231 NE Martin Luther King Jr. Blvd #602 Portland, OR 97232

Each Director has consented to his or her appointment.

## **ARTICLE VII.**

### Dissolution

1. The Corporation may be dissolved as provided in ORS Chapter 65, and as the same may be hereafter amended, by the Board of Directors then in office.
2. The Corporation may be dissolved at any time by a vote of the Board of Directors then in office at a meeting for which seven days prior written notice of consideration of such action shall be duly given.
3. Upon the dissolution of the corporation, assets shall be distributed to the Portland Lindy Society, a nonprofit corporation organized in the state of Oregon, if such corporation is exempt from taxation under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as that court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII.**

### Amendment

These Articles of Incorporation may be amended by a vote of the Board of Directors then in office at any meeting for which seven days' prior written notice of consideration of such an action shall be duly given.

## **ARTICLE IX.**

### Limitation of Liability

The personal liability to the Corporation or any Director or uncompensated Officer for monetary damages for that person's conduct as a Director or Officer is hereby eliminated; provided, however, that such Director or Officer shall remain liable for any breach of such Director's or Officer's duty of loyalty to the Corporation, acts or omissions by such Director or Officer which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which the Director or Officer derived an improper personal benefit, and any act or omission in violation of ORS 65.361 to 65.367, as in effect on the date of these Articles.

## **ARTICLE X.**

### Indemnification

indemnification

1. Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.
2. The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.
3. At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.
4. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.
5. The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

**ARTICLE XI.**

Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Benjamin Long	11700 SW Burnett Ln. Beaverton, OR 97008
Andrew Smith	1183 SE Haig St. Portland, OR 97202
Drew Robinson	2804 NE 18th Ave. Portland, OR 97212
Ivy Grey	1231 NE Martin Luther King Jr. Blvd #602 Portland, OR 97232

**ARTICLE XII.**

Notices

The name and address of the person to whom the Corporation Division may mail notices required by law are:

Name Address

Ivy B. Grey 1231 NE Martin Luther King Jr. Blvd #602

Ivy B. Grey 1251 NE Martin Luther King Jr. Blvd. #602  
Portland, OR 97232

**ARTICLE XII.**

Contact Person

The person to contact about this filing is:

Name Telephone Number

Ivy B. Grey 503-778-5474

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

Dated this \_\_\_\_ day of December, 2008.

Benjamin Long, Incorporator

Andrew Smith, Incorporator

Drew Robinson, Incorporator

Ivy B. Grey, Incorporator

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