

**NON PROFIT ARTICLES OF INCORPORATION
OF**

Oregon Cartoon Institute, Inc.

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I: NAME

The name of this corporation shall be **Oregon Cartoon Institute, Inc.**

ARTICLE II: PURPOSE

This corporation is a Public Benefit corporation organized exclusively for charitable educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation may engage in any lawful activities for which corporations may be organized pursuant to the Oregon Nonprofit Corporation Act (the “Act”); provided, however, that none of these activities shall be for profit and that no substantial portion of the Corporation’s activities shall further any purpose other than the one of the exempt purposes for which the Corporation is organized.

Oregon Cartoon Institute is organized and dedicated to the investigation, preservation, and celebration of Oregon's rich film, animation, and print cartooning history. Working with artists and historians, we create interdisciplinary programs and resources which deepen understanding and improve access to information for scholars, for educators, and for the general public.

ARTICLE III: RESTRICTIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) 3 of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV: INDEMNIFICATION

The corporation may indemnify to the fullest extent not prohibited by law any director, officer, employee or agent or former director, officer, employee or agent of the corporation, or any person who may have served at its request as a director, officer, employee or agent of another nonprofit or business corporation, against expenses and liability actually and necessarily incurred by him in connection with any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, employee or agent. This Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled, under any bylaw, agreement, general or specific action of the Board of Directors, or otherwise.

ARTICLE V: PERSONAL LIABILITY

No director of the corporation shall be personally liable to the corporation for monetary damages by reason of his conduct as director except to the extent that such elimination of liability is prohibited by 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 for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE VI: DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE VII: REGISTERED AGENT and INITIAL OFFICE

The initial registered Agent of the corporation is Anne Richardson 77 NE Morris St. Portland Oregon 97212. The initial registered office of the corporation is 77 NE Morris St. Portland Oregon 97212

ARTICLE VIII: MEMBERSHIP

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VIII: INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The number of Incorporators and number of Directors constituting the initial Board of Directors is three, Members of the initial Board of Directors have each agreed to serve as the initial board and shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws their names and addresses being as follows:

Carl Abbot,
Ben Truwe,

Ed Hillerns

ARTICLE X: DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: INCORPORATORS

The undersigned incorporators certify that they execute these articles for the purposes herein stated.

Executed: May 25, 2017

Carl Abbot

Ben Truwe

Ed Hillerns

Person to contact about this filing:

**Kohel M. Haver, 621 SW Morrison St., Suite 1420, Portland, OR 97205
(503) 295-2787**