

# **ARTICLES OF INCORPORATION**

**OF**

## **OREGON RAIN**

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

### **ARTICLE I**

#### **Name**

The name of the corporation is Oregon RAIN.

### **ARTICLE II**

#### **Type**

The corporation is a public benefit corporation.

### **ARTICLE III**

#### **Purposes**

(A) The corporation is organized and shall be operated exclusively for one or more of the purposes permitted by §501(c)(3) of the Internal Revenue Code of 1986, as amended (“IRC”). All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, the Oregon Nonprofit Corporation Act, other law or regulation shall be deemed to refer also to the corresponding provisions of any future federal tax, Oregon nonprofit corporation, or such other law or regulation. Such purposes include, without further limiting the purposes, creation of an innovative network that allows for business entrepreneurs and university research to connect, utilize resources, develop technology and add job growth through invention and innovation. RAIN links the University of Oregon, Oregon State University, and the cities of Eugene, Springfield, Albany, and Corvallis as well as adjacent areas including Lincoln County to incubate and grow new technology based businesses.

(B) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under IRC §501(c)(3) or by a corporation contributions to which are deductible under IRC §§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 §501(h), and the corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities which characterize it as an “action” organization within the meaning of Internal Revenue Regulation (“Reg.”) § 1.504-1.

(C) The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed as applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

## **ARTICLE IV**

### **Distribution Upon Dissolution**

On the dissolution or final liquidation, after the payment or provision for payment of all the liabilities of the corporation, the remaining assets of the corporation shall be distributed to the organization or organizations that are then described in IRC §§501(c)(3), 170(c)(2), 2055(a)(2), and 2522(a)(2) and/or to the United States or any state exclusively for charitable or public purposes as the board of directors shall determine.

## **ARTICLE V**

### **Membership**

The corporation will not have members.

## **ARTICLE VI**

### **Limitation of Liability**

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or an officer except to the extent that the Oregon Nonprofit Corporation Act prohibits eliminating or limiting the liability of a director or an officer for the particular act or omission. 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 an officer for any act or omission that occurs before the effective date of the amendment.

## **ARTICLE VII**

### **Indemnification**

The corporation shall indemnify to the fullest extent not prohibited by law any current or former director of the corporation 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 of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (a) the person's good-faith belief that the person is entitled to indemnification under this Article and (b) 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 before 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, agents, 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 VIII**

**Registered Agent**

The address of the corporation's initial registered office and the name of its initial registered agent at that location are:

Vaden B. Francisco, Jr.  
Harrang Long Gary Rudnick P.C.  
360 E. 10th Avenue, Suite 300  
Eugene, Oregon 97401

**ARTICLE IX**

**Incorporator**

The name and address of the incorporator are:

James R. Coonan  
11659 Military Road  
Portland, OR 97219

**ARTICLE X**

**Mailing Address**

The alternate corporate mailing address to which notices may be mailed until the principal office of the corporation has been designated by the corporation in its annual report is:

Attn: James Coonan  
11659 Military Road  
Portland, OR 97219

DATED: \_\_\_\_\_, 2014.

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James Coonan, Incorporator