



Phone: (503) 986-2200  
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Articles of Incorporation—Nonprofit

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

REGISTRY NUMBER: \_\_\_\_\_  
For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website. For office use only

Please Type or Print Legibly in **Black** Ink. Attach Additional Sheet if Necessary.

1) **NAME:** VisionWorks Learning Inc.

2) **REGISTERED AGENT**

Harry Dawson

3) **REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS** (Must be an Oregon Street Address, which is identical to the registered agent's business office. Must include city, state, zip; No PO boxes.)

6912 SW 67th Avenue  
Portland, OR 97223

4) **ADDRESS FOR MAILING NOTICES**

6912 SW 67th Avenue  
Portland, OR 97223

5) **OPTIONAL PROVISIONS** (Attach a separate sheet.)

6) **TYPE OF CORPORATION** (Select only one)

Public Benefit     Mutual Benefit     Religious

7) **WILL THE CORPORATION HAVE MEMBERS?**  YES  NO

ORS 65.001(28)

(a) "Member" means any person or persons entitled, pursuant to a domestic or foreign corporation's articles or bylaws, without regard to what a person is called in the articles or bylaws, to vote on more than one occasion for the election of a director or directors.

(b) A person is not a member by virtue of any of the following rights the person has:

(A) As a delegate;

(B) To designate or appoint a director or directors;

(C) As a director; or

(D) As a holder of an evidence of indebtedness issued or to be issued by the corporation.

(c) Notwithstanding the provisions of paragraph (a) of this subsection, a person is not a member if the person's membership rights have been eliminated as provided in ORS 65.164 or 65.167.

8) **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

See attached

9) **INCORPORATORS** (List names and addresses of each incorporator. Attach a separate sheet if necessary.)

Harry Dawson, 6912 SW 67th Ave., Portland, OR 97223

Meighan Maloney, 4927 SE Tenino Ct., Portland, OR, 97206

10) **EXECUTION** (All Incorporators must sign. Attach a separate sheet if necessary.)

Signature

Printed Name

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Harry Dawson

Meighan Maloney

11) **CONTACT NAME** (To resolve questions with this filing.)

Harry Dawson

**DAYTIME PHONE NUMBER** (Include area code.)

503.789.8631

**FEES**

Required Processing Fee \$50

Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to  
"Corporation Division."

**NOTE:**

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

## Attachment A

### Article V

#### Purpose of the corporation

VisionWorks Learning, Inc, (hereinafter "the organization") is created to:

1. Research, develop, create and disseminate formal and informal educational materials
2. Train students and adults in multimedia use and development
3. Provide internships and other opportunities for bringing media professionals and educators together in cooperative working situations
4. Assist school districts, schools and other institutions and individuals in obtaining funding for or implementing multimedia and technology programs
5. Participate in the development of new technologies and strategies which will increase technology usefulness for educational purposes
6. Consult on the development and implementation of technologies and multimedia content for educational use
7. Continuously learn and improve

Said organization is 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.

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 section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### Limitation of Board Liability

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or officer of the Corporation shall not be liable to the corporation or its members for any monetary

damages for conduct as a director and/or officer. Any amendment to or repeal of this Article or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- (1) Any breach of the director's or officer's duty of loyalty to the Corporation or its members;
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any unlawful distribution;
- (4) Any transaction from which the director or officer derived an improper personal benefit; or
- (5) Any act or omission in violation of the Oregon Nonprofit Corporation Act.

Decision Making Authority of the Board

The directors will review and approve the annual budget.

The directors will review and approve all grant and project budgets over \$10,000.

The directors will have authority to approve all capital purchases (over \$1500) and all contracts in excess of \$25,000.

A unanimous vote of the directors will have authority to make changes in the mission or goals of the organization, its articles of incorporation or the bylaws.

Except as noted otherwise in these Articles or the organization bylaws, decisions will be ratified by 2/3 majority or better.

All other decisions not named above will be at the discretion of the President, the COO and the other managers and staff of the organization.

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Harry Dawson

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Meighan Maloney

## Attachment B

### Article VIII

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) 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.

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Harry Dawson

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Meighan Maloney