

350083-90

FILED**MAR 28 2006****OREGON
SECRETARY OF STATE****ARTICLES OF INCORPORATION
OF THE OREGON CHAPTER OF THE
FEDERAL BAR ASSOCIATION**

The undersigned, a natural person of an age of eighteen (18) years or more, acting as the incorporator of a corporation under the Oregon Nonprofit Corporation Act, hereby certifies as follows:

**ARTICLE 1
NAME**

1.1 The name of this corporation is the Oregon Chapter of the Federal Bar Association (hereinafter the "Corporation"), and its duration shall be perpetual.

**ARTICLE 2
TYPE OF CORPORATION**

2.1 The Corporation is a nonprofit, mutual benefit corporation, as defined under the Oregon Nonprofit Corporation Act.

**ARTICLE 3
PURPOSES**

3.1 The Corporation is organized and shall be operated exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, including: furthering the objects of The Federal Bar Association as set forth in Article III of its constitution; advancing the science of jurisprudence; promoting the administration of justice; upholding a high standard for the Federal judiciary, attorneys representing the Government of the United States and attorneys appearing before courts, departments, and agencies of the United States; encouraging cordial and friendly relations among the members of the legal profession; and promoting the welfare of attorneys employed by the Government of the United States.

3.2 In furtherance of the purposes set forth in this Article, the Corporation may exercise all the rights and powers conferred on nonprofit mutual benefit corporations under the laws of the State of Oregon.

3.3 Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under section 501(a) of the Code by reason of being an organization described in section 501(c)(6) of the Code and from exemption from Oregon income tax by reason of being an organization described in the Oregon Corporation Excise Tax Law of 1929, ORS 317.080 and corresponding provisions of any future amendments to said statutes.

**ARTICLE 4
MEMBERS**

4.1 The Corporation shall have members with such rights and qualifications as set forth in the Bylaws of the Corporation.

**ARTICLE 5
DISTRIBUTION OF ASSETS ON DISSOLUTION**

5.1 The assets of the Corporation, upon the dissolution of the Corporation, and after notice has been provided to the Attorney General of the State of Oregon as required by Oregon law, shall be distributed to one or more tax exempt or nonprofit organizations under section 501(c)(3) or 501(c)(6) 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 a public purpose.

**ARTICLE 6
OFFICER AND DIRECTOR LIABILITY**

6.1 To the fullest extent the Oregon Nonprofit Corporation Act permits the limitation or elimination of liability of directors and officers, a director or uncompensated officer of the Corporation shall not be liable to this Corporation or any other party for monetary damages for conduct as a director or officer, except to the extent that such exemption from liability or limitation thereof is not permitted under the Oregon Nonprofit Corporation Act. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director or uncompensated officer of the Corporation for or with respect to any acts or omissions of such directors occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for any breach of the director's or officer's duty of loyalty to the Corporation or its members, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, any transaction from which the director or officer derived an improper personal benefit, or any act or omission in violation of the Oregon Nonprofit Corporation Act.

**ARTICLE 7
CONTRACTS WITH INTERESTED DIRECTORS/DISCLOSURE AND VOTING**

7.1 This Corporation may enter into contracts or transact business with one or more of its directors or officers or with any corporation, association, trust company, organization or other concern in which any of this Corporation's directors or officers are in any way interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected because such directors or officers of this Corporation have, or may have, interests which are or might be adverse to the interests of this Corporation, even though the vote or action of directors or officers having such adverse interests may have been necessary to obligate this Corporation upon such contract or transaction.

7.2 At any meeting of the Board of Directors of this Corporation to authorize or ratify a contract or conflict of interest transaction, any director may vote or act with like force and effect as if they had no such interest, provided in such case the material facts of the transaction and the director's interest is disclosed, or shall have been known to the other directors; or the transaction is fair to the Corporation. A general notice that a director or officer is interested in any corporation or other concern of any kind referred to above shall be sufficient disclosure with respect to all contracts and transactions with such corporation or other concern.

7.3 No director or officer shall be disqualified from holding office as director or officer of this Corporation by reason of any conflict of interest transaction or adverse interest. In the absence of fraud, no director or officer having an adverse interest shall be liable to this Corporation or to any creditor thereof, or to any other person for any loss incurred by the Corporation under or by reason of such contract or transaction, nor shall any such director or officer be accountable for any gains or profits realized thereon.

**ARTICLE 8
REGISTERED OFFICE AND AGENT**

8.1 The address of the initial registered office of this Corporation is 0224 SW Hamilton St., Ste. 300, Portland, OR 97239, and the name of the initial registered agent is D. Ben Henzel.

**ARTICLE 9
NOTICE**

9.1 The name and address to which the Corporation Division may mail notices is D. Ben Henzel, Henzel Law Offices, 0224 SW Hamilton St., Ste. 300, Portland, OR 97239.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of March, 2006, which shall be effective when filed.

Execution: _____

Signature

Andrea Bachhuber, Incorporator
Henzel Law Offices
0224 SW Hamilton St., Ste. 300
Portland, OR 97239

PERSON TO CONTACT ABOUT THIS FILING:

Andrea Bachhuber of Henzel Law Offices

(971) 244-1590

Name

Daytime Telephone Number