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FILED

MAY 22 2000

OREGON
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
OREGON CHAPTER OF AMERICAN HISTORICAL SOCIETY OF
GERMANS FROM RUSSIA
An Oregon Nonprofit Corporation**

The undersigned individual of the age of 18 years or older, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I
NAME AND DURATION**

The name of this corporation is Oregon Chapter of American Historical Society of Germans from Russia ("Corporation"), and its duration will be perpetual.

**ARTICLE II
TYPE OF NONPROFIT CORPORATION**

Corporation is a public benefit corporation under the Oregon Nonprofit Corporation Act.

**ARTICLE III
PURPOSES AND POWERS**

Corporation is organized and will be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended ("Code"), including, without limitation, but only to the extent consistent with such purposes, to support and assist the American Historical Society of Germans from Russia (the "National Organization") in the accomplishment of the National Organization's tax exempt goals and objectives, namely:

1. To do historical research, including the collection of oral history regarding the migration of Corporation's members' forefathers from Germany to Russia and from Russia to North and South America;
2. To pursue the adequate recording of all information regarding any historical findings in order to preserve factual history of this rich heritage for future generations;
3. To stimulate interest among students, faculty, and personnel in schools, colleges, and universities to pursue study and research regarding the heritage;
4. To tell the story of this heritage regarding religious faiths, folklore, culture, and achievements of members of the heritage in literature, the professions, science, industry, the arts, business, and all skills; and
5. To collect historical materials and artifacts of interest to students, members of this heritage, and members of the National Organization.

Subject to the foregoing purposes and the restrictions set forth in these articles of incorporation, Corporation has and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

ARTICLE IV CONSTRUCTION

It is intended that Corporation qualify as an organization which is exempt from federal income taxation under Code section 501(c)(3), contributions to which are deductible for federal income, estate, and gift tax purposes under sections 170(c), 2055(a)(2), and 2522(a)(2). These articles of incorporation will be construed and interpreted accordingly.

ARTICLE V RESTRICTIONS

The assets of Corporation are irrevocably dedicated to the purposes described above, and no part of the net earnings of Corporation may inure to the benefit of or be distributed to its directors, officers, or other private persons, except that Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article III. No substantial part of the activities of Corporation will consist of carrying on propaganda or otherwise attempting to influence legislation. Corporation will not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these articles of incorporation to the contrary, Corporation will not engage in any activities which are not permitted for a corporation which is exempt from federal income tax under Code Section 501(c)(3) or to which contributions are deductible under Code Section 170(c), 2055(a), or 2522(a).

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of Corporation's initial registered office is 111 S.W. Fifth Avenue, Suite 3500, Portland, Oregon 97204, and the name of its initial registered agent at such address is MN Service Corporation (Oregon).

ARTICLE VII MAILING ADDRESS

Corporation's mailing address to which notices may be mailed, until designation of Corporation's principal office in its annual report, is c/o Ms. Lois Klaus, 111 N.E. 67th Avenue, Portland, Oregon 97213.

ARTICLE VIII DIRECTORS

The affairs of Corporation will be managed and regulated by its board of directors. The number of directors constituting the initial board of directors of Corporation is

nine. The number, terms, and manner of appointment and removal of directors will be as provided from time to time in Corporation's bylaws.

ARTICLE IX MEMBERS

Corporation will have members. Membership qualification and the procedure for admission to membership will be as provided from time to time in Corporation's bylaws.

ARTICLE X DISSOLUTION

Upon dissolution or final liquidation of Corporation, the assets of Corporation remaining after payment of or provision for the liabilities and obligations of Corporation will be distributed exclusively to the American Historical Society of Germans from Russia or, if such organization is no longer in existence, to such tax-exempt organization or organizations described in Code Section 501(c)(3) as the board of directors determines. Any such assets not so distributed will be disposed of by the Circuit Court of the State of Oregon for the County of Multnomah to such tax-exempt organization or organizations described in Code Section 501(c)(3) as the court determines.

ARTICLE XI LIABILITY OF DIRECTORS AND UNCOMPENSATED OFFICERS

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as amended, no director or uncompensated officer of Corporation will be liable to Corporation for monetary damages for conduct as a director or officer. No repeal or amendment of this provision will adversely affect any right or protection of a director or officer of Corporation existing at the time of such repeal or amendment.

ARTICLE XII INDEMNIFICATION

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as amended, Corporation will indemnify any Director or Officer who is made a Party to a Proceeding because the individual is or was a Director or Officer against Liability incurred in the Proceeding, including without limitation advancement of Expenses. Capitalized terms used in the preceding sentence will have the meaning assigned to such terms in the Oregon Nonprofit Corporation Act, amended from time to time.

ARTICLE XIII PRIVATE FOUNDATION PROVISIONS

Notwithstanding any provision of these articles of incorporation or Oregon law to the contrary, if at any time Corporation is a private foundation within the meaning of Code Section 509, it is prohibited from engaging in any act of self-dealing (as defined in Code Section 4941(d)), from retaining any excess business holdings (as defined in Section 4943(c))

which would subject Corporation to tax under Code Section 4943, from making or retaining any investments which would subject Corporation to tax under Code Section 4944, and from making any taxable expenditures (as defined in Code Section 4945(d)), and Corporation will make distributions of income and principal at such time and in such manner as not to subject Corporation to tax under Code Section 4942.

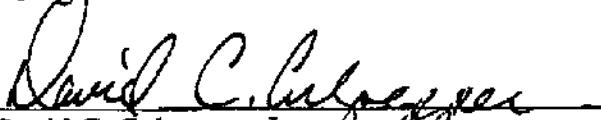
ARTICLE XIV AMENDMENT

The board of directors may amend these articles of incorporation, by the affirmative vote of a majority of the directors then in office, at any meeting of the board of directors. The meeting notice must state that a purpose of the meeting is to consider an amendment to the articles of incorporation and must contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment.

ARTICLE XV INCORPORATOR

The name and address of the incorporator of Corporation is David C. Culpepper,
111 S.W. Fifth Avenue, Suite 3500, Portland, Oregon 97204

DATED May 22, 2000


David C. Culpepper, Incorporator

Person to Contact
About This Filing:

David C. Culpepper
Telephone No. (503) 205-2513