

ARTICLES OF INCORPORATION
OF
MENUCHA RETREAT AND CONFERENCE CENTER

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

ARTICLE I

The name of the corporation is MENUCHA RETREAT AND CONFERENCE CENTER.

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The corporation shall have one sole member which is THE FIRST PRESBYTERIAN CHURCH OF PORTLAND, an Oregon nonprofit corporation.

ARTICLE IV

The corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The purpose of the corporation is to relate to the Presbyterian Church (USA), its congregations, and the broader community by providing Christian hospitality, opportunities for learning, spiritual reflection, and renewal.

ARTICLE V

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under IRC Section 501(c)(3) and (b) by a corporation contributions to which are deductible under IRC Sections 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, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

During any time that the corporation is classified as a “private foundation” as defined in IRC Section 509, the corporation:

- (a) shall not engage in any act of self-dealing as defined in IRC Section 4941(d);
- (b) shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the corporation to the taxes on failure to distribute income imposed by IRC Section 4942;
- (c) shall not retain any excess business holdings as defined in IRC Section 4943(c);
- (d) shall not make any investments in such manner as to subject the corporation to the taxes on investments which jeopardize charitable purposes imposed by IRC Section 4944; and
- (e) shall not make any taxable expenditures as defined in IRC Section 4945(d).

ARTICLE VII

Upon dissolution or final liquidation of the corporation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to THE FIRST PRESBYTERIAN CHURCH OF PORTLAND.

ARTICLE VIII

The names and addresses of the initial directors of the corporation are:

Jon Bates c/o PO Box 8 Corbett, OR 97019	Susan Hedlund c/o PO Box 8 Corbett, OR 97019	Erich Merrill c/o PO Box 8 Corbett, OR 97019
Douglas Edwards c/o PO Box 8 Corbett, OR 97019	Kendra Hilty c/o PO Box 8 Corbett, OR 97019	Joey Razzano c/o PO Box 8 Corbett, OR 97019
Jeff Foley c/o PO Box 8 Corbett, OR 97019	Gordon Kennedy c/o PO Box 8 Corbett, OR 97019	Tim Sercombe c/o PO Box 8 Corbett, OR 97019
Derek Foote c/o PO Box 8 Corbett, OR 97019	Rick Lee c/o PO Box 8 Corbett, OR 97019	Steve Snodderly c/o PO Box 8 Corbett, OR 97019
Chris Grewe c/o PO Box 8 Corbett, OR 97019	Keren McCord c/o PO Box 8 Corbett, OR 97019	Kelly White c/o PO Box 8 Corbett, OR 97019

The incorporator has obtained the consent of all directors named to serve. All directors of the corporation other than the initial directors shall be elected at the time, in the manner, and for the terms to be set forth in the corporation's bylaws.

ARTICLE IX

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under 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 or officer for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person 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, officer, employee, or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the board of directors has taken such action as required by ORS 65.404, including providing notice of the proposed indemnification to the Attorney General. 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 prior to 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 member, or other document or arrangement.

ARTICLE XI

All references in these Articles of Incorporation to sections of the Code, the Oregon Revised Statutes, or the Oregon Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

ARTICLE XII

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

Rev. Dr. J. Spencer Parks
38711 Historic Columbia River Highway
Corbett, OR 97019

ARTICLE XIII

The name and address of the incorporator are:

Saskia M. de Boer
Stoel Rives LLP
760 SW Ninth Ave., Suite 3000
Portland, OR 97205

ARTICLE XIV

The principal place of business to which notices may be mailed is:

Rev. Dr. J. Spencer Parks
38711 Historic Columbia River Highway
PO Box 8
Corbett, OR 97019

I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter, or otherwise misrepresent the identity of the person or any officers, directors, employees, or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

DATED: _____, 2021.

Saskia M. de Boer, Incorporator