



Phone: (503) 986-2200  
Fax: (503) 378-4381

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

02/10/97 1:12PM 000W2869  
CHECK

A50  
\$20.00

Articles of Incorporation—Nonprofit

For office use only

FILED

FEB 10 1997

SECRETARY OF STATE

Registry Number:

557819-84

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

1) NAME Blackout Leather Productions of Oregon

2) REGISTERED AGENT

Alan E. McGuire

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

2627 S.E. Harrison  
Portland, OR, 97214

4) MAILING ADDRESS OF REGISTERED AGENT (Address, city, state, zip)

2627 S.E. Harrison  
Portland, OR 97214

5) ADDRESS FOR MAILING NOTICES

2627 S.E. Harrison  
Portland, OR 97214

6) OPTIONAL PROVISIONS (Attach a separate sheet)

7) TYPE OF CORPORATION

Public Benefit     Mutual Benefit     Religious

8) WILL THE CORPORATION HAVE MEMBERS?

Yes     No

9) DISTRIBUTION OF ASSETS UPON DISSOLUTION

Distributed to an charitable  
organization which is  
Tax exempt under  
sec 501(c)(3) of the  
IRS Code.

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

Alan E. McGuire 2627 S.E. Harrison Portland, OR 97214  
Barry Burns 3120 S.E. 56<sup>th</sup> Portland, OR 97206  
D. Dustin Posner 2831 N.W. Cornell Rd. Portland, OR 97210

11) EXECUTION (All incorporators must sign. Attach a separate sheet if necessary.)

Printed Name

Alan E. McGuire

Signature

[Signature]  
[Signature]  
[Signature]

Barry L Burns

D. Dustin Posner

FEEES

Make check for \$20 payable to "Corporation Division."

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

[Handwritten initials]

12) CONTACT NAME

Alan E. McGuire

DAYTIME PHONE NUMBER

503 232 3824



Phone: (503) 986-2200  
 Fax: (503) 378-4381

**Restated Articles of Incorporation—Business/Professional/Nonprofit**

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

- Check the appropriate box below:
- BUSINESS/PROFESSIONAL CORPORATION  
 (Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION  
 (Complete only 1, 2, 3, 5, 6, 7)

For office use only

**FILED**

**MAY 12 1998**

**OREGON  
 SECRETARY OF STATE**

Registry Number: 557819-84

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

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT Blackout Leather Productions of Oregon
- 2) NEW NAME OF THE CORPORATION (if changed) \_\_\_\_\_
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

**BUSINESS/PROFESSIONAL CORPORATION ONLY**

4) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_, 19 \_\_\_\_ . These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_, 19 \_\_\_\_ . The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

- The corporation has not issued any shares of stocks. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

**NONPROFIT CORPORATION ONLY**

5) CHECK THE APPROPRIATE STATEMENT

- The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was Apr. 23, 19 98. These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_, 19 \_\_\_\_ . The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION

Printed Name

Alan E. McGuire

Signature

[Signature]

Title

President

7) CONTACT NAME

Christopher D. Knight

DAYTIME PHONE NUMBER

(503) 378-6604

**FEES**

Make check for \$10 payable to "Corporation Division."

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

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**RESTATED ARTICLES OF INCORPORATION--NONPROFIT  
OF  
BLACKOUT LEATHER PRODUCTIONS OF OREGON**

**Article I.**

**Name of the Corporation**

The name of the corporation is Blackout Leather Productions of Oregon.

**Article II.**

**Registered Office and Agent**

The address of the initial registered office of the corporation is 621 SW Alder, Suite 830, Portland, OR 97205 and the name of the initial registered agent of the corporation at such address is Christopher D. Wright.

**Article III.**

**Mailing Address for Notices**

The mailing address of the corporation for notices is c/o Christopher D. Wright, P.C., Attorney at Law, 621 SW Alder, Suite 830, Portland, OR 97205.

**Article IV.**

**Type of Corporation**

The Corporation is organized for public benefit and will have no members.

**Article V.**

**Liability of Directors**

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article VII shall not eliminate the liability of a director for any act or omission for which such elimination of

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liability is not permitted under the Act. No amendment to the act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs prior to the effective date of such amendment.

#### **Article VI.**

##### **Indemnification**

The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Oregon Law.

#### **Article VII.**

##### **Purpose.**

The corporation is organized exclusively for charitable, religious, 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 provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **Article VIII.**

##### **Distribution of Assets upon Dissolution**

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 a 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 such purposes or to such

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organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Date: April 23, 1998

Person to Contact about this filing:

Christopher D. Wright  
Name

(503) 227-6004  
Daytime Phone