

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, *BILL BRADBURY*, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

NATIVE AMERICAN YOUTH AND FAMILY CENTER

was

incorporated

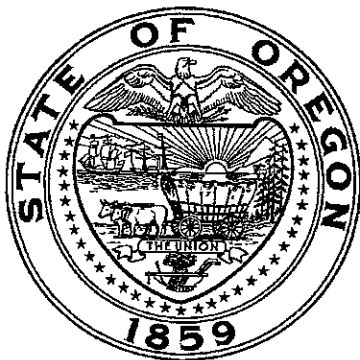
under the Oregon

Nonprofit Corporation Act

on

March 2, 1994

and is active on the records of the Corporation Division as of the date of this certificate.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

BILL BRADBURY, Secretary of State

By

Debra L. Virag

Debra L. Virag

October 8, 2004

Becca's Copy
Original mailed on 7-22-04



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

Change of Registered Agent/Address—Corporations/LLC

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

Check the appropriate box below:

- CHANGE OF AGENT AND ADDRESS
(Complete only 1 2 3 4 5 6 11)
- CHANGE OF ADDRESS ONLY
(Complete only 1 7 8 9 10 11)

REGISTRY NUMBER: 388262-85

NOTE: Use this form for Cooperatives or Business Trusts

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) ENTITY NAME Native American Youth and Family Center

CHANGE OF REGISTERED AGENT AND OFFICE

- 2) THE REGISTERED AGENT HAS BEEN CHANGED TO:
Nichole J. Maher
- 3) THE NEW REGISTERED AGENT HAS CONSENTED TO THIS APPOINTMENT.
- 4) ADDRESS OF THE NEW REGISTERED OFFICE (Must be an OREGON Street Address which is identical to the registered agent's business office)
4000 N. Mississippi Avenue
Portland, Oregon 97227-1165
- 5) THE STREET ADDRESS OF THE NEW REGISTERED OFFICE AND THE BUSINESS ADDRESS OF THE REGISTERED AGENT ARE IDENTICAL.
- 6) EXECUTION
(Must be signed by one corporate officer or director for a corporation or a member/manager for a limited liability company.)
Signature: [Signature]
Printed Name: 503-288-8177 ext. 201
Title: Executive Director

CHANGE OF REGISTERED AGENT'S BUSINESS OFFICE ONLY

- 7) NEW ADDRESS OF REGISTERED AGENT (The business address of the registered agent has changed to the following OREGON Street Address)

- 8) THE STREET ADDRESS OF THE NEW REGISTERED OFFICE AND THE BUSINESS ADDRESS OF THE REGISTERED AGENT ARE IDENTICAL.
- 9) NOTIFICATION
 The corporation has been notified in writing of this change
- 10) EXECUTION
(Must be signed by the registered agent or a corporate officer or director for a corporation or a member/manager for a limited liability company)
Signature: _____
Printed Name: _____
Title: _____

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

Nichole J. Maher

DAYTIME PHONE NUMBER (Include area code)

503-288-8177 ext. 201

FEEES

No Processing Fee

Orignially FILED
MAR 2 1994
Refiled
July 17, 2002
SECRETARY OF STATE

AMENDMENT

ARTICLES OF INCORPORATION

for a Nonprofit Corporation:

NATIVE AMERICAN YOUTH ASSOCIATION

I, the undersigned natural person over the age of eighteen years acting as incorporator of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the State of Oregon Non-Profit Corporation Act, O.R.S. Chap. 65.

ARTICLE I

The name of this Corporation is the **NATIVE AMERICAN YOUTH ASSOCIATION**

ARTICLE II

The NATIVE AMERICAN YOUTH ASSOCIATION is a **public benefit corporation** and its duration is **perpetual**.

ARTICLE III

The registered agent for the NATIVE AMERICAN YOUTH ASSOCIATION is:

Nichole June Maher, Executive Director
4000 N Mississippi
Portland, OR 97227

ARTICLE IV

The principal office of the NATIVE AMERICAN YOUTH ASSOCIATION is:

4000 N Mississippi
Portland, OR 97227

ARTICLE V

The NATIVE AMERICAN YOUTH ASSOCIATION shall NOT have members, as that term is defined by ORS Chap. 65.

ARTICLE VI

The NATIVE AMERICAN YOUTH ASSOCIATION is organized exclusively for educational, charitable, religious and/or scientific purposes, within the meaning of section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The objectives of this Corporation are to support and strengthen the American Indian and Alaska Native families and community...

ARTICLE VII

The assets of the NATIVE AMERICAN YOUTH ASSOCIATION are irrevocably dedicated to charitable purposes and no part of the net earnings of the assets of the NATIVE AMERICAN YOUTH ASSOCIATION shall inure to the benefit of, or be distributable to its representatives, trustees, officers, directors or other private persons, except that the NATIVE AMERICAN YOUTH ASSOCIATION shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in, furtherance of the purposes of the NATIVE AMERICAN YOUTH ASSOCIATION. No substantial part of the activities of the NATIVE AMERICAN YOUTH ASSOCIATION shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The NATIVE AMERICAN YOUTH ASSOCIATION shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII

Notwithstanding any other provision of these Articles the NATIVE AMERICAN YOUTH ASSOCIATION shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX

In the event of dissolution of the NATIVE AMERICAN YOUTH ASSOCIATION, all of the assets remaining after payment, or provision for payment, of all debts and liabilities of the NATIVE AMERICAN YOUTH ASSOCIATION, shall be distributed exclusively for

the purposes of the NATIVE AMERICAN YOUTH ASSOCIATION or for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE X

The internal affairs of the NATIVE AMERICAN YOUTH ASSOCIATION shall be regulated as provided in the BY-LAWS of the NATIVE AMERICAN YOUTH ASSOCIATION.

ARTICLE XI

The manner of appointment and removal of officers shall be set forth in the BY-LAWS of the NATIVE AMERICAN YOUTH ASSOCIATION. Any interest of a director or officer of the NATIVE AMERICAN YOUTH ASSOCIATION shall not be assignable inter vivos, nor shall it pass to any personal representative, heir or devisee.

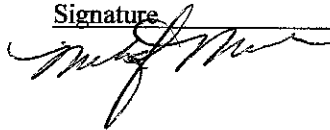
ARTICLE XII

The personal liability of each member of the Board of Directors and each uncompensated officer of the NATIVE AMERICAN YOUTH ASSOCIATION, for monetary or other damages, for conduct as a director or officer, shall be eliminated to the full extent permitted by law. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or uncompensated officer of the NATIVE AMERICAN YOUTH ASSOCIATION for or with respect to any, acts or omissions prior to such amendment or repeal. If Oregon law is amended to authorize the further elimination of limitation of the liability of a director or uncompensated officer of the NATIVE AMERICAN YOUTH ASSOCIATION, such liability shall be eliminated or limited to the fullest extent permitted by Oregon law, as so amended.

ARTICLE XIII

The name and address of the Registered Agent for these Articles is:

Nichole June Maher
Executive Director
4000 N Mississippi
Portland, OR 97227
(503) 288 - 8277

<u>Signature</u>	<u>Printed Name</u>	<u>Day Phone</u>
	Nichole J. Maher	503-288-8177 ext 201