

**ARTICLES OF INCORPORATION  
OF  
FOREST GROVE COMMUNITY SCHOOL  
an Oregon nonprofit corporation**

ARTICLE I  
Name and Duration of Corporation

The name of the corporation shall be Forest Grove Community School, an Oregon nonprofit corporation ("Corporation"), and the duration of the Corporation shall be perpetual.

ARTICLE II  
Registered Office and Agent

The registered office of the Corporation is to be located at 2417 15<sup>th</sup> Avenue, Forest Grove, OR 97116, and Terry O'Day is to be its registered agent whose address is 2417 15<sup>th</sup> Avenue.

ARTICLE III  
Notices

The address where notices shall be sent is: P.O. Box 294, Forest Grove, Oregon 97116.

ARTICLE IV  
Purposes of Corporation

The Corporation is a public benefit corporation organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986,1 as amended from time to time (the "Code"). More specifically, the Corporation is organized:

1. To operate a public charter school.

The foregoing clauses of this Article IV shall each be construed as purposes and powers, and the matter expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right, or privilege give to this Corporation by law or otherwise. Notwithstanding the foregoing, no more than an insubstantial part of the activities of the corporation shall be activities that are not in furtherance of the purpose of the corporation set forth above. Also notwithstanding the foregoing, the Corporation shall only carry on those activities permitted to be carried on (a) by an organization exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

## ARTICLE V

### Directors

The management of the Corporation is vested in a Board of Directors. The initial Board of Directors is composed of three (3) persons. The names and addresses of the initial Directors are:

1. Terry O'Day, 2417 15<sup>th</sup> Avenue, Forest Grove, OR 97116
2. Robin Lindsley, 5499 NW Thatcher Road, Forest Grove, OR 97116
3. Vanessa Gray, 2040 15<sup>th</sup> Avenue, Forest Grove, OR 97116

All of the Directors have consented to act as the initial Directors for the Corporation.

## ARTICLE VI

### Term and Number of Directors

The Board of Directors shall be composed of not less than three (3) and no more than seven (7) persons. Directors shall serve one or more terms of two years, except for the initial directors, who shall serve a one-year term and may subsequently be elected for one or more two-year terms. Directors shall serve until selection of his or her successor, subject to death, resignation or removal pursuant to the Bylaws of the Corporation and Oregon law.

## ARTICLE VII

### Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of two-thirds of the Directors.

## ARTICLE VIII

### Members

The Corporation shall not have members as defined in ORS 65.001(28).

## ARTICLE IX

### Net Earnings

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 Article IV herein.

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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or 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 X

### Distribution on Liquidation

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

## ARTICLE XI

### Liability of Directors and Officers

No director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for conduct as a director or officer; provided that this Article XI shall not eliminate 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 such amendments.

ARTICLE XII  
Incorporator

The Incorporators are Terry O'Day, 2417 15<sup>th</sup> Avenue, Forest Grove, OR 97116; Robin Lindsley, 5499 NW Thatcher Road, Forest Grove, Oregon 97116; and Vanessa Gray, 2040 15<sup>th</sup> Avenue.

DATED: July 28, 2006

\_\_\_\_\_, Incorporator  
Terry O'Day

\_\_\_\_\_, Incorporator  
Robin Lindsley

\_\_\_\_\_, Incorporator  
Vanessa Gray