

## **NONPROFIT ARTICLES OF INCORPORATION OF DIGNITY VILLAGE, INC.**

The undersigned natural persons of the age of eighteen years or more, acting as Incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

### **ARTICLE I**

The name of this corporation is Dignity Village, Inc. and its duration shall be perpetual.

### **ARTICLE II**

The purposes for which this Corporation is organized are exclusively charitable and educational and consist of the following:

(A) The specific and primary purposes are:

(1) To create a safe, clean, self-governed community environment for economically distressed residents of the State of Oregon, through establishment of an open-air place where people living on the streets can have their basic needs met in a stable, sanitary environment, until they are able to access another form of housing more in keeping with said resident's personal goals and aspirations.

(2) To promote community wide interest and concern for homeless and other economically distressed residents of the State of Oregon, to the end that: (a) their quality of life may be improved, (b) their educational and economic opportunities may be improved, (c) sickness, poverty and crime may be lessened, (d) all constitutional and human rights of all people are respected and protected, (e) mutual interdependence of all people may be recognized, and (f) the mutual aid among, by and for poor people may be facilitated.

(3) To provide basic living facilities for otherwise homeless individuals, using temporary and/or semi-permanent structures, and to engage in alternative, sustainable, earth-friendly housing development and production and related activities in order to improve the living conditions and economic well-being of said individuals.

(4) To create a social environment of non-violence, self-determination and cooperation that encourages economically distressed residents to pursue their life goals and aspirations, especially with regard to adequate housing and employment, with a sense of self-respect and dignity.

(5) To provide community-based living facilities and related peer-based support services to said residents to assist them in the pursuit and actualization of their life goals and aspirations with regard to housing and work, and to enter into collaborative partnerships with certain private businesses, non-profit organizations and/or government agencies for such purposes.

(6) To expand the opportunities available to said residents to own, manage, and operate and develop worker-owned and democratically operated enterprises, and to assist said residents in developing entrepreneurial and management skills for the successful operation of such enterprises.

(7) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental agencies, bureaus or departments.

(B) In furtherance, but not in limitation, of the foregoing charitable and educational purposes, the

*Tent Cities Toolkit (www.tentciestoolkit.org)*

Corporation shall have the following powers: (1) To solicit, collect, and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, or bequest, and otherwise to acquire money, securities, property, rights, and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any of the aforementioned assets so acquired for the purposes above mentioned. (2) To borrow money and to make, accept, endorse, execute, and issue bonds, promissory notes, and other corporate obligations, for moneys borrowed or in payment for property acquired or for any of the purposes of the Corporation and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by an other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation. (3) To invest and reinvest its funds in such mortgages, bonds, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal, or mixed, tangible or intangible, all as the Corporation's Village Council shall seem advisable and as may be permitted by law. (4) To provide consulting and advisory services related to any and all of the Corporations charitable and educational purposes to private businesses, non-profit organizations and government agencies on a fee basis. (5) To engage in the activity of operating worker-owned and democratically operated community-wealth business ventures for the purposes of: (a) providing job training, employment, and managerial development opportunities to economically distressed or disadvantaged individuals, (b) incubating such enterprises during start-up stages until such time as they may opt to incorporate as a private corporation, and (c) furthering sustainable economic development in the community. (6) To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups. (7) To exercise all other rights and powers conferred upon corporations under the Oregon Nonprofit Corporation Law; provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable and educational purposes of the Corporation. (8) To have and exercise all powers necessary or convenient to effect any of or all the purposes of which the Corporation is organized.

(C) All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as it is currently and shall thereafter be in force and effect.

ARTICLE III

The address of the initial registered office of the Corporation is \_\_\_\_\_, Portland, Oregon. \_\_\_\_\_, and the name of the initial registered agent at such address is \_\_\_\_\_.

ARTICLE IV

The number of Councilors (directors) on the initial Village Council (board of directors) is \_\_\_\_\_(\_\_\_\_), and the names and addresses of the persons who are to serve as Councilors (directors) until the first annual meeting or until their successors are elected and shall qualify are:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Subsequent councilors (directors) shall serve for terms of one (1) year.

ARTICLE V

Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision of payment of, all debts and liabilities of the Corporation, shall be used exclusively for the purposes of the

Corporation in such manner, or to such organization of organizations which are organized and operated exclusively for charitable and educational purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Village Council (Board of Directors) and membership shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Multnomah County, exclusively for such purposes or to such organization or organizations as said Court shall determine.

ARTICLE VI

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954 and applicable state law as the same may be amended from time to time.

ARTICLE VII

The Corporation is formed solely for charitable and educational purposes. The Corporation is not organized, nor shall it be operated for, the primary purpose of generating pecuniary gain or profit and it will not distribute any gains, profits, or dividends to the Members thereof or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes and no part of the profits or net income of the Corporation shall inure to the benefit of any Councilor (Director), Officer, or Member thereof or to the benefit of any individual.

We the undersigned incorporators, declare under the penalties of perjury, that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct, and complete.

\_\_\_\_\_  
Dated \_\_\_\_\_ Dated \_\_\_\_\_