

505037-97

**FILED**  
**MAR 13 2008**  
**OREGON**  
**SECRETARY OF STATE**

NONPROFIT  
ARTICLES OF INCORPORATION  
OF  
UNITED STATES POSTGRESQL ASSOCIATION

ARTICLE I.

Name

The name of this corporation is United States PostgreSQL Association (the "Corporation") and its duration shall be perpetual.

ARTICLE II.

Type of Nonprofit Corporation

This Corporation is a public benefit corporation.

ARTICLE III.

Purposes and Powers

1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the "Code"), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.

2. The Corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Act (the "Act"), and as the same may be hereafter amended.

3. The Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its officers, directors or other private persons; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as previously set forth. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not

permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code; or (iii) a corporation which is not a private foundation within the meaning of Section 509 of the Code.

4. All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with the intent and purposes described in this Article.

#### ARTICLE IV.

##### Registered Office and Agent

The address of the initial registered office of the Corporation is 1300 SW Fifth Avenue, Suite 2300, Portland, Oregon 97201. The name of the Corporation's initial registered agent at such address is DWT Oregon Corp.

#### ARTICLE V.

##### Principal Office

The principal office address of the Corporation is 3439 NE Sandy Blvd., P.M.B. 128A, Portland, Oregon 97323.

#### ARTICLE VI.

##### Members and Management

1. The Corporation shall have members. Criteria and procedures for admission of members shall be provided by the Bylaws of the Corporation.
2. The Corporation shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation and by the Bylaws.

#### ARTICLE VII.

##### Board of Directors

1. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers or duties of Directors shall be prescribed by the Bylaws of the Corporation.

## ARTICLE VIII.

### Dissolution

1. The Corporation may be dissolved as provided in the Act, by the Board of Directors then in office.
2. In the event no Directors have been elected, the Corporation may be dissolved by the Incorporator.
3. Upon any dissolution and final liquidation of the Corporation, all assets shall be distributed to an organization described in Section 501(c)(3) of the Code or to a governmental entity for public purposes; provided, however, such organization or entity shall provide the same or similar services or have the same or similar purposes as this Corporation.

## ARTICLE IX.

### Amendment

1. These Articles of Incorporation may be amended as provided in the Act.
2. In the event no Directors have been chosen or elected, the Articles of Incorporation may be amended by the Incorporator.

## ARTICLE X.

### Limitation of Liability

The personal liability of each Director, each uncompensated Officer, and each member of the Corporation, for monetary or other damages, for conduct as a Director, Officer, or member shall be eliminated to the fullest extent permitted by current or future law.

## ARTICLE XI.

### Indemnification

1. Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

2. The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding

as provided in the Act.

3. At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

4. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

5. The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

## ARTICLE XII.

### Incorporator

The name and address of the incorporator is:

Name

Address

Greg Hitchcock

1300 S.W. Fifth Avenue, Suite 2300  
Portland, OR 97201

## ARTICLE XIII.

### Notices

The name and address of the person to whom the Corporation Division may mail notices required by law is:

Name

Address

DWT Oregon Corp.

1300 S.W. Fifth Avenue, Suite 2300  
Portland, Oregon 97201

ARTICLE XIV.

Contact Person

Person to contact about this filing:

Name

Telephone Number

Kristin Terry

(503) 241-2300

Dated this 13<sup>th</sup> day of March, 2008.

  
\_\_\_\_\_  
Greg Hitchcock, Incorporator



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

Phone:(503)986-2200  
Fax:(503)378-4381  
www.filinginoregon.com

**Registry Number: 505037-97**  
**Type: DOMESTIC NONPROFIT CORPORATION**

**Next Renewal Date: 03/13/2009**

DWT OREGON CORP.  
1300 SW FIFTH AVE STE 2300  
PORTLAND OR 97201

### **Acknowledgment Letter**

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

#### **Document**

ARTICLES OF INCORPORATION

**Filed On**  
03/13/2008

**Jurisdiction**  
OREGON

**Nonprofit Type**  
PUBLIC BENEFIT WITH  
MEMBERS

#### **Name**

UNITED STATES POSTGRESQL ASSOCIATION

#### **Registered Agent**

DWT OREGON CORP.  
1300 SW FIFTH AVE STE 2300  
PORTLAND OR 97201