



Phone: (503) 986-2200  
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**Restated Articles of Incorporation—Business/Professional/Nonprofit**

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

REGISTRY NUMBER: 005031-93

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) NAME OF CORPORATION PRIOR TO AMENDMENT New Urban High School
- 2) NEW NAME OF THE CORPORATION (If changed) Clackamas Charter Alliance
- 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 \_\_\_\_\_  
 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 \_\_\_\_\_  
 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 stock. 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 \_\_\_\_\_  
 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 \_\_\_\_\_  
 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

Signature

Printed Name

Title

7) CONTACT NAME (To resolve questions with this filing.)

Thomas J. Sullivan, Attorney

DAYTIME PHONE NUMBER (Include area code.)

503-682-9875

**FEES**

Required Processing Fee \$50

Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

**NOTE:**

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

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**NORTH CLACKAMAS CHARTER ALLIANCE**

Pursuant to ORS 65.451, the board of directors adopted the following restated articles of incorporation.

**ARTICLE I.** The name of the corporation is North Clackamas Charter Alliance.

**ARTICLE II.** This corporation is a public benefit corporation.

**ARTICLE III.** This corporation shall not have members.

**ARTICLE IV.** The corporation is organized and shall be operated exclusively for charitable and educational purposes, specifically to provide a public charter school that will allow its students to complete a self-paced, flexible, and practical, computer-multimedia driven project and employment based education, provide a blend of strong academic and work place competencies, and give students the opportunity to earn a diploma based on North Clackamas School District graduation requirements and earn community college credits leading to career certification and/or an associate's degree; to solicit, collect, and otherwise raise money for such purposes, and to expend, contribute, disburse, otherwise handle and dispose of the same for such purposes; and to do all things not inconsistent with its purpose and powers or Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

**ARTICLE V.** The corporation shall not have any power to issue certificates of stock or declare dividends, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, 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 the purposes set forth in Article II hereof. 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 any candidate for public office.

**ARTICLE VI.** Notwithstanding any other provision of these Articles, the corporation 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

**ARTICLE VII.** Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed

to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VIII.** The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the corporation, provided the same shall not be inconsistent with these Articles nor contrary to the Laws of the State of Oregon or the United States.

**ARTICLE IX.** A director or uncompensated officer of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director or officer, or any breach of fiduciary duty to the corporation, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit; or (iv) for any act or omission in violation of ORS 65.361 to 65.367.

**ARTICLE X.** The corporation shall indemnify to the fullest extent permitted by the Oregon Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary of an employee benefit plan of the corporation.

**ARTICLE XI.** The affirmative vote of two-thirds of the Board of Directors then serving shall be required to adopt or approve the following actions:

A. Liquidation or dissolution of the corporation, including distribution of the assets as authorized in Article VII.

B. Merger, consolidation or transfer of substantially all the assets of the corporation; and

C. Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the corporation or adoption of new Articles of Incorporation or Bylaws.

DATED this \_\_\_\_ day of January, 2005

\_\_\_\_\_  
Board Chair

\_\_\_\_\_  
Secretary

OF

NORTH CLACKAMAS CHARTER ALLIANCE

**ARTICLE I. PURPOSE**

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding provisions).

This corporation's primary purpose shall be to provide a public charter school that will allow its students to complete a self-paced, flexible, and practical, computer-multimedia driven project and employment based education. The school will provide a blend of strong academic and work place competencies. Students will have the opportunity to earn a diploma based on North Clackamas School District graduation requirements and earn community college credits leading to career certification and/or an associate's degree.

**ARTICLE II. NONMEMBERSHIP**

This corporation shall have no members.

**ARTICLE III. OFFICES**

**SECTION 3.1 Principal Office.** The principal office of the Corporation in the state of Oregon shall be located at 14450 SE Johnson Road, Milwaukie, Oregon. The corporation may have such other offices, within the state of Oregon, as the board of directors may designate or as the business of the Corporation may from time to time require.

**SECTION 3.2 Registered Office.** The registered office of the corporation required by the Oregon Business Corporation Act to be maintained in the state of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the board of directors.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 4.1 General Powers.** The affairs of the corporation shall be managed by its board of directors.

**Section 4.2 Number.** The number of directors of the Corporation shall be at least three and not more than nine.

**Section 4.3 Term and Election.** The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-third of the Directors shall expire. A Director may be reelected for no more than two terms. The board shall elect its own members, except that a Director shall not vote on that Director's own position. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be three years.

**Section 4.4 Regular Meetings.** A regular meeting of the board of directors shall be held at the time and place to be determined by the Board of Directors. Public notice of the date, time, place and purpose of these meetings shall be made at least five (5) days in advance of the meeting. The board of directors may provide by resolution for the holding of additional regular meetings.

**Section 4.5 Special Meetings.** Special meetings of the board of directors may be called by, or at the request of the board chair, the president or twenty percent of the directors then in office. The person or persons authorized to call special meetings of the board of directors may fix any place within the state of Oregon, as the place for holding any special meeting of the board of directors called by him, her, or them.

**Section 4.6 Notice of Meeting.** Notice of any special meeting shall be given at least two days prior to such meeting by written notice delivered personally or by telephone, or five days if mailed to each director at the director's home or business address. If notice is given by telephone, such notice shall be deemed to be delivered when the notice is given either directly to the director, to any adult living in the director's usual place of residence, or to any person employed at the director's place of business. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise stated in these bylaws or by law, neither the business to be transacted at, nor the purposes of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

**Section 4.7 Quorum.** A Majority of the number of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a third is present at a meeting, the director or directors present may adjourn the meeting from time to time without further notice.

**Section 4.8 Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors except as otherwise provided by law, in the Articles of Incorporation or these bylaws.

**Section 4.9 Removal.** Any director may be removed, at any regular or special meeting of the Board of Directors at which a quorum is present, by a vote of two thirds of the Directors then in office.

**Section 4.10 Vacancies.** Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the board of directors, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

**Section 4.11 Presumption of Assent.** A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file his or her written dissent to the action with the presiding officer of the meeting before the adjournment of the meeting, or unless the director shall forward such dissent to the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 4.12 Action Without a Meeting.** Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors.

**Section 4.13 No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

## **ARTICLE V. OFFICERS**

**Section 5.1 Number.** The officers of the Corporation shall be a chair, a vice-chair, a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors from its membership. One person may hold more than one office at a time, except that no person may simultaneously hold the office of president and treasurer. No staff member shall serve as a director of the corporation, except the president, who shall be an ex-officio member of the board of directors, but with no power to make motions or to vote and who shall not be counted in determining a quorum.

**Section 5.2 Election and Term of Office.** The officers of the Corporation, with the exception of the President, shall be elected annually by the board of directors at the September meeting of the board of directors. Each officer, with the exception of the president, shall hold office until his or her successor shall have been duly elected and shall have qualified, or until the officer's death, or until the officer shall resign, or shall have been removed in the manner provided in section 5.3 of this article V. The president will be appointed by the North Clackamas School District Board of Directors and shall serve at the pleasure of the district board of directors.

**Section 5.3 Removal.** Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served by such removal.

**Section 5.4 Vacancies.** A vacancy in any office shall be filled by the board of directors for the unexpired portion of the term, not later than the first regular meeting of the Board of Directors following the vacancy.

**Section 5.5 Authority and Duties of Officers.** The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these by-laws, except that in any event each officer shall exercise such powers and perform said duties as may be required by law.

**Section 5.6 Board Chair.** The board chair shall be the chief executive officer of the corporation and shall have the general care, supervision and direction of the affairs of the corporation. The board chair shall preside at all regular and special meetings of the board of directors, shall assure that all orders and

resolutions of the board of directors are carried into effect, and shall generally perform all other duties incident to the office, required by the bylaws or from time to time assigned to him or her by the board of directors.

**Section 5.7 Board Vice-chair.** In the absence of the board chair or in the event of the board chair's death, or inability or refusal to act, the board vice-chair shall perform the duties of the board chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the board chair. The board vice-chair shall assist the board chair, as requested, in the performance of his/her duties, and shall perform such other duties as from time to time may be assigned to him or her by the board chair or by the board of directors.

**Section 5.8 President.** The president shall be the chief operating officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all the business of the Corporation. The president shall approve the expenditure of monies appropriated by the board of directors in accordance with the budget approved by the board of directors and ratified by the North Clackamas School District. The president shall make periodic reports to the board of directors concerning the programs of the corporation, and shall comply with all other orders from the board of directors. The president may sign, with the secretary, or any other proper officer of the Corporation so authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution of any of the same shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. All employees and agents of the corporation shall report to the president.

**Section 5.9 Secretary.** The secretary shall (1) record the official minutes and resolutions of the proceedings of the board of directors and keep them in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; (4) keep a register of the mailing address of each director; (5) authenticate records of the corporation; and (6) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

**Section 5.10 Treasurer.** The treasurer shall (1) have charge and custody of, and be responsible for, all funds and securities of the Corporation; (2) receive, and give receipts for, moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; (3) make financial reports as to the financial condition of the corporation to the Board of Directors; and (4) in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the board of directors. If required by the board of directors, the treasurer shall give a bond in such sum and with such surety or sureties as the board of directors shall determine, for the faithful discharge of his or her duties and for restoration to the corporation in the event of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his or her possession or under his or her control belonging to the corporation .

## **ARTICLE VI. CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 6.1 Contracts.** The board of directors may authorize any officer, officers, agent, or agents to enter into any contracts, or execute and deliver any instrument, in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 6.2 Loans.** No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the board of directors in conformance with law. No loans shall be made by the corporation to any of its directors or officers.

**Section 6.3 Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer, officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

**Section 6.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Section 6.5 Fiscal Year.** The fiscal year of the corporation shall be July 1<sup>st</sup> to June 30<sup>th</sup>.

**Section 6.6 Audit.** At the close of each fiscal year of the corporation, financial transaction of the corporation of the preceding fiscal year shall be audited by certified public accountants, as directed by the board of directors, and a report of the audit shall be made to the board of directors within ninety days after the close of the fiscal year.

## **ARTICLE VII. WAIVER OF NOTICE**

Whenever any notice is required to be given to any director of the Corporation under the provisions of these bylaws, under the provisions of the articles of incorporation, or under the provisions of the Oregon Nonprofit Corporation Act., a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice.

## **ARTICLE VIII. INDEMNIFICATION**

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future Oregon law.

## **ARTICLE IX. AMENDMENTS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the board of directors by a two-thirds vote of the board at any regular or special meeting., if a quorum is present. A notice must be sent to all Board members at least five days prior to the meeting in which the amendments are to be considered. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the articles and contain or be accompanied by a copy of the amendment.



**Section 10.1. Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

**Section 10.2. Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

**Section 10.3. Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, of all Directors in office at that time.

**Section 10.4. Meetings, Quorum and Action.** Meetings of the committees may be called by the chair of the committee or by any two members of the committee. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

**Section 10.5. Committee Chair.** The board chair shall appoint all committee chairs for the ensuing year within a reasonable time after the September meeting of the board of directors. Committee chairs shall be members of the corporation's board of directors. If the board of directors establishes a new committee by resolution at a meeting other than the September meeting of the board of directors, the board chair shall appoint its chair at the time the committee is established or within a reasonable time after that board meeting.

**Section 10.5. Limitation on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

The foregoing Bylaws were adopted by the Board of Directors on the \_\_\_\_ day of January, 2005.

IN WITNESS WHEREOF, we, the undersigned officers of North Clackamas Charter Alliance, have affixed our signatures.

\_\_\_\_\_  
Board Chair

\_\_\_\_\_  
Secretary