

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

To be filed in the key district for the area in which the organization has its principal office or place of business.

This application, when properly completed, shall constitute the notice required under section 508(a) of the Internal Revenue Code in order that an applicant may be treated as described in section 501(c)(3) of the Code, and the notice under section 508(a) appropriate to an organization claiming not to be a private foundation within the meaning of section 509(a). (Read the instructions for each part carefully before making any entries.) The organization must have an organizing instrument (See Part II) before this application may be filed.

Part I—Identification

1 Full name of organization Oregon Food Share, Inc.		2 Employer identification number (If none, attach Form SS-4) SS-4
3(a) Address (number and street) 718 W. Burnside		Check here if applying under section: <input type="checkbox"/> 501(e) <input type="checkbox"/> 501(f)
3(b) City or town, State and ZIP code Portland, Oregon 97209		
4 Name and phone number of person to be contacted Bruce Etlinger; 223-1030		
5 Month the annual accounting period ends June	6 Date incorporated or formed December 8, 1980	7 Activity Codes 506 902
8(a) Has the organization filed Federal income tax returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), year(s) filed, and Internal Revenue Office where filed		
8(b) Has the organization filed exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), year(s) filed, and Internal Revenue Office where filed		

Part II.—Type of Entity and Organizational Documents. (See instructions)

Check the applicable entity box below and attach a conformed copy of the organization's organizing and operational documents as indicated for each entity.

☒ Corporation—Articles of incorporation, bylaws. ☐ Trust—Trust indenture. ☐ Other—Constitution or articles, bylaws.

Part III.—Activities and Operational Information

1 What are or will be the organization's sources of financial support? List in order of magnitude, if a portion of the receipts is or will be derived from the earnings of patents, copyrights, or other assets (excluding stock, bonds, etc.), identify such item as a separate source of receipts. Attach representative copies of solicitations for financial support.

In kind donation of food stuffs.
Federal funds from Community Services Administration Grants,
solicitations.

2 Describe the organization's fund-raising program, both actual and planned, and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.)
Corporation has hired a coordinator to manage, to solicit funds and prepare grant applications.

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I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct and complete.

X *Mary Jo Zunker*
(Signature)

Registered Agent/Incorporator

(Title or authority of signer)

3/17/81
(Date)

283-468-1

Part III.—Activities and Operational Information (Continued)

- 3 Give a narrative description of the activities presently carried on by the organization, and those that will be carried on. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for the organization to become fully operational, and when such further steps will take place. The narrative should specifically identify the services performed or to be performed by the organization. (Do not state the purposes of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include sufficient information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VII-A.

Corporation has established 17 Regional Coordinating agencies to serve 323 member agencies. In 1980, in excess of 225,000 pounds of food were distributed.

Corporation is successor in interest to a United Way agency and was created to become self-supporting and independent.

Corporation exists to create and maintain a network of donors and distributors of food stuffs.

4 The membership of the organization's governing body is:

(a) Names, addresses, and duties of officers, directors, trustees, etc.

See attached list of Directors.

(b) Specialized knowledge, training, expertise, or particular qualifications

Most directors represent one or more areas of expertise in social work, retail food sales, transportation, and community agencies.

Part III.—Activities and Operational Information (Continued)

Page 3

- 4 (c) Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? ☒ Yes ☐ No
If "Yes," please name such persons and explain the basis of their selection or appointment.

The initial Board was appointed by the Governor of Oregon.
Successors will be selected by the Board.

- (d) Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See specific instructions 4(d).) . . . ☐ Yes ☒ No
If "Yes," please explain.

- (e) Have any members of the organization's governing body assigned income or assets to the organization? . ☐ Yes ☒ No
If "Yes," attach a copy of assignment(s) and a list of items assigned.

- (f) Is it anticipated that any current or future member of the organization's governing body will assign income or assets to the organization? ☐ Yes ☒ No
If "Yes," explain fully on an attached sheet.

- 5 Does the organization control or is it controlled by any other organization? ☐ Yes ☒ No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? ☐ Yes ☒ No
If either of these questions is answered "Yes," please explain.
Successor in interest to United Way.

- 6 Is the organization financially accountable to any other organization? ☒ Yes ☐ No
If "Yes," please explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been rendered.

Community Services Administration has provided initial funding.

- 7 (a) What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain what stage of completion has been reached, what additional steps remain to be completed, and when such final steps will be taken.

None

- (b) To what extent have you used, or do you plan to use contributions as an endowment fund, i.e., hold contributions to produce income for the support of your exempt activities?

None

- 8 (a) What benefits, services, or products will the organization provide with respect to its exempt function?

Distribution of food stuffs.

Part III.—Activities and Operational Information (Continued)

- 8 (b) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? ☐ Yes ☒ No
If "Yes," please explain and show how the charges are determined.

- 9 Does or will the organization limit its benefits, services or products to specific classes of individuals? . . . ☒ Yes ☐ No
If "Yes," please explain how the recipients or beneficiaries are or will be selected.

Poor, needy and sick.

- 10 Is the organization a membership organization? ☐ Yes ☒ No
If "Yes," complete the following:

(a) Please describe the organization's membership requirements and attach a schedule of membership fees and dues.

(b) Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

- (c) Are benefits, services, or products limited to members? ☐ Yes ☐ No
If "No," please explain.

- 11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? ☐ Yes ☒ No
If "Yes," please explain. (Note: You may wish to file Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation.)

- 12 Does the organization have a pension plan for employees? ☐ Yes ☒ No

- 13 (a) Are you filing Form 1023 within 15 months from the end of the first month in which you were created or formed as required by section 508(a) and the Regulations thereunder? (See general instruction B.) . . . ☒ Yes ☐ No

(b) If 13(a) is "No," and you are claiming that section 508(a) does not apply to you, attach an explanation of your basis for this claim.

- (c) If 13(a) is "No," and section 508(a) does not apply to you, your exemption can be recognized only from the date this application is filed with your key District Director. Therefore, is it your intention that this application be considered as a request for recognition of exemption from the date the application is received and not retroactively to the date you were formed? ☐ Yes ☐ No

Part IV.—Statement as to Private Foundation Status

- 1 Is the organization a private foundation? ☐ Yes ☒ No
- 2 If question 1 is answered "No," indicate the type of ruling being requested as to the organization's status under section 509 by checking the applicable box(es) below:
- (a) Definitive ruling under section 509(a)(1), (2), (3), or (4) check here ☐ and complete Part VII.
- (b) Advance ruling under section 509(a)(2) check here ☐ 170(b)(1)(A)(vi) or ☐ 509(a)(2)—See instructions.
- (c) Extended advance ruling under section 509(a)(2) check here ☒ 170(b)(1)(A)(vi) or ☐ 509(a)(2)—See instructions.
- 3 If question 1 is answered "Yes" and the organization claims to be a private operating foundation, check here ☐ and complete Part VIII.
(Note: If an extended advance ruling is desired you must check the appropriate boxes for both 2(b) and 2(c).)

Statement of Revenue and Expenses, for period ending 19.....

Revenue	1	Gross contributions, gifts, grants and similar amounts received	
	2	Gross dues and assessments of members	
	3	Gross amounts derived from activities related to organization's exempt purpose	
		Minus cost of sales	
	4	Gross amounts from unrelated business activities	
		Minus cost of sales	
	5	Gross amount received from sale of assets, excluding inventory items (attach schedule)	
	Minus cost or other basis and sales expenses of assets sold		
6	Interest, dividends, rents and royalties		
7	Total revenue		
Expenses	8	Fund raising expenses	
	9	Contributions, gifts, grants, and similar amounts paid (attach schedule)	
	10	Disbursements to or for benefit of members (attach schedule)	
	11	Compensation of officers, directors, and trustees (attach schedule)	
	12	Other salaries and wages	
	13	Interest	
	14	Rent	
	15	Depreciation and depletion	
	16	Other (attach schedule)	
	17	Total expenses	
	18	Excess of revenue over expenses (line 7 minus line 17)	

Balance Sheets

		Enter dates	Beginning date	Ending date
Assets				
19	Cash (a) Interest bearing accounts			
	(b) Other			
20	Accounts receivable, net			
21	Inventories			
22	Bonds and notes (attach schedule)			
23	Corporate stocks (attach schedule)			
24	Mortgage loans (attach schedule)			
25	Other investments (attach schedule)			
26	Depreciable and depletable assets (attach schedule)			
27	Land			
28	Other assets (attach schedule)			
29	Total assets			
Liabilities				
30	Accounts payable			
31	Contributions, gifts, grants, etc., payable			
32	Mortgages and notes payable (attach schedule)			
33	Other liabilities (attach schedules)			
34	Total liabilities			
Fund Balance or Net Worth				
35	Total fund balance or net worth			
36	Total liabilities and fund balance or net worth (line 34 plus line 35)			

Has there been any substantial change in any aspect of your financial activities since the period ending date shown above?

If "Yes," attach a detailed explanation.

☐ Yes ☐ No

Part VI.—Required Schedules for Special Activities

	If "Yes," check here:	And, complete schedule—
1 Is the organization, or any part of it, a school? NO		A
2 Does the organization provide or administer any scholarship benefits, student aid, etc.? . NO		B
3 Has the organization taken over, or will it take over, the facilities of a "for profit" institution? . NO		C
4 Is the organization, or any part of it, a hospital or a medical research organization? NO		D
5 Is the organization, or any part of it, a home for the aged? NO		E
6 Is the organization, or any part of it, a litigating organization (public interest law firm or similar organization)? . . NO		F
7 Is the organization, or any part of it, formed to promote amateur sports competition? . . . NO		G

Part VII.—Non-Private Foundation Status (Definitive ruling only)

Page 6

A.—Basis for Non-Private Foundation Status

The organization is not a private foundation because it qualifies as:

	Kind of organization	Within the meaning of	Complete
1	a church	Sections 509(a)(1) and 170(b)(1)(A)(i)	<input checked="" type="checkbox"/>
2	a school	Sections 509(a)(1) and 170(b)(1)(A)(ii)	<input checked="" type="checkbox"/>
3	a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	<input checked="" type="checkbox"/>
4	a medical research organization operated in conjunction with a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	<input checked="" type="checkbox"/>
5	being organized and operated exclusively for testing for public safety	Section 509(a)(4)	<input checked="" type="checkbox"/>
6	being operated for the benefit of a college or university which is owned or operated by a governmental unit	Sections 509(a)(1) and 170(b)(1)(A)(iv)	Part VII.-B
7	normally receiving a substantial part of its support from a governmental unit or from the general public	Sections 509(a)(1) and 170(b)(1)(A)(vi)	Part VII.-B
8	normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions)	Section 509(a)(2)	Part VII.-B
9	being operated solely for the benefit of or in connection with one or more of the organizations described in 1 through 4, or 6, 7, and 8 above	Section 509(a)(3)	Part VII.-C

B.—Analysis of Financial Support

SEE BUDGET ATTACHED.

	(a) Most recent taxable year	(Years next preceding most recent taxable year)			(e) Total
	19.....	(b) 19.....	(c) 19.....	(d) 19.....	
1 Gifts, grants, and contributions received					
2 Membership fees received					
3 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity which is not an unrelated business within the meaning of section 513					
4 Gross income from passive sources (see instructions for definition)					
5 Net income from organization's unrelated business activities not included on line 4					
6 Tax revenues levied for and either paid to or expended on behalf of the organization					
7 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
8 Other income (not including gain or loss from sale of capital assets)—attach schedule					
9 Total of lines 1 through 8					
10 Line 9 minus line 3					
11 Enter 2% of line 10, column (e) only					
12 If the organization has received any unusual grants during any of the above taxable years, attach a list for each year showing the name of the contributor, the date and amount of grant, and a brief description of the nature of such grant. Do not include such grants in line 1 above. (See instructions)					

Part VII.—Non-Private Foundation Status (Definitive ruling only) (Continued)
B.—Analysis of Financial Support (Continued)

B.--Analysis of Financial Support (Continued)

- 13 If the organization's non-private foundation status is based upon:
- (a) Sections 509(a)(1) and 170(b)(1)(A)(iv) or (vi).—Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts for the entire period exceed the amount shown on line 11.
- (b) Section 505(a)(2).—With respect to the amounts included on lines 1, 2, and 3, attach a list for each of the above years showing the name of and amount received from each person who is a "disqualified person."
- With respect to the amount included in line 3, attach a list for each of the above years showing the name of and amount received from each payor (other than a "disqualified person") whose payments to the organization exceeded \$5,000. For this purpose, "payor" includes but is not limited to any organization described in sections 170(b)(1)(A)(i) through (vi) and any government agency or bureau.

C.—Supplemental Information Concerning Organizations Claiming Non-Private Foundation Status Under Section 509(a)(3)

- | Part III - Information Regarding Non-Private Foundation Status Under Section 509(a)(3) | |
|---|--|
| <p>1 Organizations supported by applicant organization:</p> <p>Name and address of supported organization:</p> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> | <p>Has the supported organization received a ruling or determination letter that it is not a private foundation by reason of section 509(a)(1) or (2)?</p> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> |
| <p>2 To what extent are the members of your governing board elected or appointed by the supported organization(s)?</p> <hr/> | |
| <p>3 What is the extent of common supervision or control that you and the supported organization(s) share?</p> <hr/> | |
| <p>4 To what extent do(es) the supported organization(s) have a significant voice in your investment policies, the making and timing of grants, and in otherwise directing the use of your income or assets?</p> <hr/> | |
| <p>5 As a result of the supported organization(s) being mentioned in your governing instrument, are you a trust which the supported organization(s) can enforce under State law and with respect to which the supported organization(s) can compel an accounting?</p> <p>If "Yes," please explain.</p> <div style="text-align: right;"> <input type="checkbox"/> Yes <input type="checkbox"/> No </div> | |

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- 7 To what extent do you conduct activities which would otherwise be carried out by the supported organization(s)? For any such activities, please explain your reasoning as to why such activities would otherwise be carried on by the supported organization(s).
- 8 In the applicant organization controlled directly or indirectly by one or more "disqualified persons" (other than one who is a disqualified person solely because he or she is a manager) or by an organization which is not described in section 509(a)(1) or (2)? If "Yes," please explain.
- PROCESSING SECTION
- ☐ Yes ☐ No

SCHEDULE C.—Successors to "For Profit" Institutions (Continued)

- 5 Has any property or equipment formerly used by the predecessor organization been rented to the applicant organization or will any such property be rented? ☐ Yes ☐ No
If "Yes," please explain and attach copies of all leases and contracts.
- 6 Is the organization leasing or will it lease or otherwise make available any space or equipment to the owners, principal stockholders, or principal employees of the predecessor organization? ☐ Yes ☐ No
If "Yes," please explain and attach a list of such tenants and a copy of the lease for each such tenant.
- 7 Were any new operating policies initiated as a result of the transfer of assets from a profit-making organization to a nonprofit organization? ☐ Yes ☐ No
If "Yes," please explain.

SCHEDULE D.—Hospitals and Medical Research Organizations

- ☐ Check here if you are claiming to be a hospital and complete the questions in Part I of this Schedule.
- ☐ Check here if you are claiming to be a medical research organization operated in connection with a hospital and complete the questions in Part II of this Schedule.

Part I.—Hospitals

- 1 (a) How many doctors are on the hospital's courtesy staff? ☐ Yes ☐ No
(b) Do such doctors include all the doctors in the community? ☐ Yes ☐ No
If "No," please give the reasons why and explain how the courtesy staff is selected.

- 2 Composition of board of directors or trustees. (If more space is needed, attach schedule.)

Name and address	Occupation

- 3 (a) Does the hospital maintain a full-time emergency room? ☐ Yes ☐ No
(b) What is the hospital's policy as to administering emergency services to persons without apparent means to pay? ☐ Yes ☐ No
(c) Does the hospital have any arrangements with police, fire, and voluntary ambulance services as to the delivery or admission of emergency cases? ☐ Yes ☐ No
Please explain.

SCHEDULE D.—Hospitals and Medical Research Organizations (Continued)

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Part I.—Hospitals (Continued)

- 4 (a) Does or will the hospital require a deposit from persons covered by Medicare or Medicaid in its admission practices? ☐ Yes ☐ No
If "Yes," please explain.

- (b) Does the same deposit requirement apply to all other patients? ☐ Yes ☐ No
If "No," please explain.

- 5 Does or will the hospital provide for a portion of its services and facilities to be used for charity patients? ☐ Yes ☐ No
Please explain (include data as to the hospital's past experience in admitting charity patients and arrangements it may have with municipal or governmental agencies for absorbing the cost of such care).

- 6 Does or will the hospital carry on a formal program of medical training and research? ☐ Yes ☐ No
If "Yes," please describe.

- 7 Does the hospital provide office space to physicians carrying on a medical practice? ☐ Yes ☐ No
If "Yes," attach a list setting forth the name of each physician, the amount of space provided, the annual rent (if any), and the expiration date of the current lease.

Part II.—Medical Research Organizations

- 1 Name the hospital(s) with which you have a relationship and describe the relationship(s).
- 2 Describe your present and proposed (indicate which) medical research activities showing the nature of such activities and the amount of money which has been or will be spent in carrying them out. (Direct conduct of medical research does not include grants to other organizations.)
- 3 Attach a statement of assets showing the fair market value of your assets and the portion of such assets directly devoted to medical research.

SCHEDULE E.—Homes for Aged

1 What are the requirements for admission to residency? Explain fully and attach promotional literature and application forms.

2 Does or will the home charge an entrance or founder's fee? ☐ Yes ☐ No
If "Yes," please explain.

3 What periodic fees or maintenance charges are or will be required of its residents?

4 (a) What established policy does the home have concerning residents who become unable to pay their regular charges?

(b) What arrangements does the home have or will it make with local and Federal welfare units, sponsoring organizations, or others to absorb all or part of the cost of maintaining such persons?

5 What arrangements does or will the home have to provide for the health needs of its residents?

6 In what way are the home's residential facilities designed to meet some combination of the physical, emotional, recreational, social, religious, and similar needs of the aged?

7 Has the home established or will it establish any reserves for future expenditures? ☐ Yes ☐ No
If "Yes," please state the source of such reserves and explain how they will be used.

8 Attach a sample copy of the contract or agreement the organization makes with or requires of its residents.

SCHEDULE F.—Litigating Organizations (Public Interest Law Firms and Similar Organizations)

- 1 Will the organization conform to the guidelines for organizations engaged in litigation activities issued by the Internal Revenue Service in Rev. Proc. 71-39, C.B. 1971-2 575, and Rev. Proc. 75-13, 1975-1 C.B. 662? ☐ Yes ☐ No
If "No," please explain.

2 What is the organization's area of public interest or concern?

- 3 Is the organization set up primarily to try the case of a particular person or prosecute a particular cause of action? ☐ Yes ☐ No
If "Yes," please explain.

4 What are the organization's criteria for selection of cases?

- 5 In what cases has the organization started legal proceedings and in what other cases is it preparing to start proceedings? Please describe the legal issues with respect to each case and explain how they relate to the organization's area of concern.

6 (a) Composition of the organization's board of directors or trustees:

Name and address	Business or Occupation

- (b) Will any of the attorneys hired by the organization be a trustee or member of the board of directors of the organization or be associated in the practice of law with any such trustee or member? ☐ Yes ☐ No
If "Yes," please explain.

- 7 Does or will the organization share office space with a private law firm? ☐ Yes ☐ No
If "Yes," please explain.

- 8 Does or will the organization receive fees for its professional services? ☐ Yes ☐ No
If "Yes," please explain.

SCHEDULE G.—National or International Amateur Sports Competition

- 1 Does your organization directly or indirectly provide any facilities or equipment for the use of amateur athletes engaged in national or international sports competition? ☐ Yes ☐ No
If "Yes," please explain.

2 How do you foster national or international sports competition?

- 3 Do you provide financial assistance to amateur athletes? ☐ Yes ☐ No

Form **872-C**
(Rev. March 1979)

Department of the Treasury—Internal Revenue Service
**Consent Fixing Period of Limitation
Upon Assessment of Tax Under Section
4940 of the Internal Revenue Code**
(See instruction 2 of Part IV—Form 1023 instructions.)

To be used
with Form
1023 only.
Submit in
duplicate.

Pursuant to section 6501(c)(4) of the Internal Revenue Code and as part of a request submitted with Form 1023, that the within designated organization be treated as a publicly supported organization within the meaning of section 170(b)(1)(A)(vi) or section 509(a)(2) during an extended advance ruling period,

Oregon Food Share, Inc.

(Name of organization)

718 W. Burnside

Portland, Oregon 97204

(Number, street, city or town, State and ZIP code)

District Director

and the

Seattle District

consent and agree as follows:

The period of limitation upon assessment of the tax imposed under section 4940 of the Code for any taxable year within the advance ruling period as extended shall not expire prior to one year from the date of expiration of the time prescribed by law for the assessment of a deficiency for the last taxable year within the advance ruling period, as extended, to wit (check one)—

☐ First taxable year at least 8 months: The period of limitations for the first 5 taxable years shall extend 8 years, 4 months, 15 days beyond the end of the first taxable year.

☒ First taxable year less than 8 months: The period of limitations for the first 6 taxable years shall extend 9 years, 4 months, 15 days beyond the end of the first taxable year,

except that if a notice of deficiency in tax for any such years is sent to the organization before expiration of such period, the time for making an assessment shall be further extended for the period in which the making of an assessment is prohibited and for 60 days thereafter.

Ending date of first taxable year: June

Name of organization

Oregon Food Share, Inc.

Date

Officer or trustee having authority to sign

Signature ▶

Mary H. Zunker

District Director

Richard R. Orosco, Acting District Director

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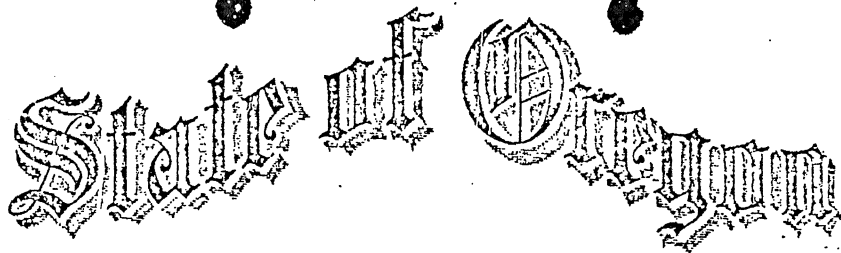
Date

MAR 31 1981

2-17-82
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By ▶

William L. Larson



Department of Commerce
Corporation Division

Certificate of Incorporation

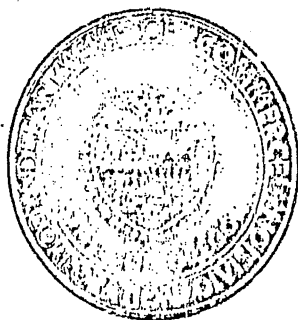
OF

OREGON FOOD SHARE, INC.

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

In Testimony Whereof, I have hereunto set my hand and
affixed hereto the seal of the Corporation Division of the
Department of Commerce of the State of Oregon this
8th day of December, 1980.



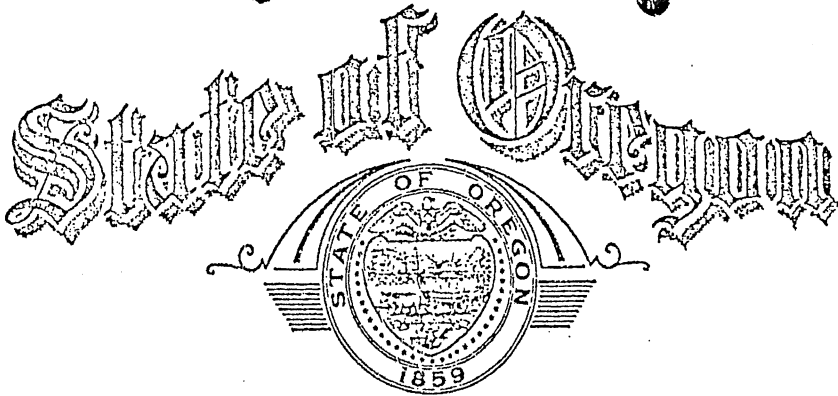
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Frank J. Healy
Corporation Commissioner

MAR 31 1981

By
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Shelby Smith
Chief Clerk



Department of Commerce
Corporation Division

Certificate of Amendment

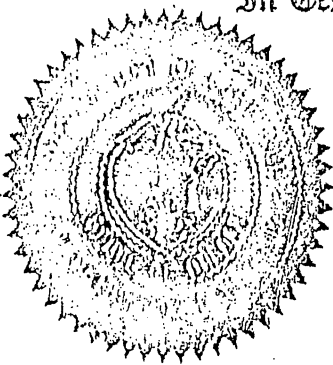
OF

OREGON FOOD SHARE, INC.

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation, duly signed and verified pursuant to the provisions of the Oregon Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation and attaches hereto a duplicate original of the Articles of Amendment.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 16th day of June, 1981.



Frank J. Healy

Corporation Commissioner

By Shirley Smith

3. (Check below the statement which is appropriate:)

- ☒ The amendment was adopted at a meeting of the Board of Directors on May 18, 1981, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
- ☐ The amendment was adopted at a meeting of the members on _____, 19____, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- ☐ The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

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

Oregon Food Share, Inc.

Present (not new) Corporate Name

By June Y. Tanoue and Mary H. Ziakin
Its June Y. Tanoue President Its Mary H. Ziakin Secretary

Dated June 12, 1981

One or more natural persons of the age of 18 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of Incorporation.

Nonprofit

Articles of Incorporation

OF

OREGON FOOD SHARE, INC.

The undersigned natural person(s) 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 OREGON FOOD SHARE, INC.

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS 61.071.)

and its duration shall be perpetual

ARTICLE II The purpose or purposes for which the corporation is organized are:

To establish and maintain a network of social agencies, non profit and profit organizations and individuals, to solicit, store and distribute surplus food to the needy, the sick and children of the State of Oregon.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The address of the initial registered office of the corporation is 718 W. Burnside,
Portland Oregon 97204
(Street and Number) (City and State) (Zip)

and the name of its initial registered agent at such address is _____

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is

16, and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:
(At least three)

Name

(Street and Number)

Address

(City and State)

(Zip)

(see attached list)

Articles of Incorporation of OREGON FOOD SHARE, INC.

Attachment sheet for IV, Directors:

<u>Name</u>	<u>Address</u>
1. Bridget Flanagan	<i>PR Director</i> Safeway Stores, Inc., P.O. Box 523, Clackamas, Oregon 97015
2. D.J. Gonzales	Union Pacific, P.O. Box 4265, Portland, Oregon 97208
3. Colonel Fabian Nelson	Oregon National Guard, 2150 Fairgrounds Rd., N.E. Salem, Oregon 97303
4. Jerry Graves	<i>Malheur Co. AFS/USD Volunteer Services (State of Ore.)</i> P.O. Box Drawer V, Ontario, Oregon 97914
5. Margi Dechenne	United Way of Columbia-Willamette 718 W. Burnside, Portland, Oregon 97209
6. Rich Weinman	<i>Director - Lane Co. Community Food Bank</i> 135 East Sixth Avenue, Eugene, Oregon 97401
7. Rachelle Bagley	<i>State Office of Elderly Affairs</i> 772 Commercial Street, N.E., Salem, Oregon 97310
8. Marian Basso	<i>Salvation Army Family Svc.</i> 1500 S.E. 7th, Portland, Oregon 97214
9. Loren Kerkoff	6535 S.E. 82nd, Portland, Oregon 97266 <i>Director Francis Center</i>
10. Mary Zinkin	718 W. Burnside, Portland, Oregon 97209 <i>Manager, United Way of Columbia Will.</i>
11. Janette Riley	635 Capitol Street, NE, Salem, Oregon 97310 <i>Ore. Dept. of Agricul. Huse</i>
12. Doug McKay	19730 N.E. Sandy Boulevard, Portland, Oregon 97230 <i>Boyl Food Co.</i>
13. June Tanoue	718 W. Burnside Portland, Oregon 97209 <i>Director - Mt. Co. Food Bank</i>
14. Tim Hornbecker	<i>St Vincent de Paul</i> 2740 S.E. Powell Blvd., Portland, Oregon 97202 <i>Director</i>
15. Bud Schmidt	341 North Baker, McMinnville, Oregon 97128 <i>Director - Community Action Agency</i>
16. Paige Lambert	P.O. Box 23937, Tigard, Oregon 97223 <i>Program Developer - Oregon Human Development Corporation</i>

ARTICLE V The name and address of each incorporator is:

Name

(Street and Number)

Address

(City and State)

(Zip)

Mary Zinkin-

718 W. Burnside

Portland, Oregon 97219

ARTICLE VI The provisions for the distribution of assets on dissolution or final liquidation are:
In compliance with the requirements of the Internal Revenue
Code of 1954 as amended, and the Oregon Non-Profit Statutes.

ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.)

The Board of Directors shall have a right to fill all vacancies
either arising from a resignation or expansion.

We, the undersigned incorporators, declare under 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 November 19 80

File with Corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.

11-40072014

on the matter. Such consents shall be filed with the minutes and shall have the same force and effect as a unanimous vote by the BOARD.

ARTICLE II. OFFICERS

Section 1. Positions

The officers of this corporation shall consist of a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, who shall be elected by the Directors. The same person may hold one or more of the offices of this corporation, except that the Chairperson shall not serve as Secretary. Other officers may be elected from time to time as the BOARD deems necessary.

Section 2. Removal

All officers shall be subject to removal for cause at any regularly conducted meeting of the BOARD.

Section 3. Duties

(a) The Chairperson shall preside at all meetings and shall perform such other duties as the BOARD may from time to time authorize.

(b) The Vice Chairperson shall, in the absence of the Chairperson, preside at all meetings and shall perform such other duties as the BOARD may from time to time authorize.

(c) The Secretary shall subscribe the minutes of all meetings; shall mail notices to both members and Directors giving notice of meetings as provided by these Bylaws; and shall be the custodian of the seal of the corporation.

(d) The Treasurer shall prepare and maintain a system of accounts and shall be responsible for the preparation of the annual budget; and shall have charge of all funds belonging to the corporation.

(e) All funds of the corporation shall be under the supervision of the BOARD and shall be handled and disposed of in such manner and by such officers or agents of this corporation as the BOARD may by proper resolution from time to time authorize.

ARTICLE III. CORPORATE SEAL

The corporate seal shall be kept in the control of the Secretary and shall contain the name of the corporation.

ARTICLE IV. FINANCES

Section 1. Fiscal Year

The fiscal year of the corporation shall begin July 1 of each year and end June 30.

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Section 7. Regular Meetings

Regular meetings of the Board of Directors shall be held every month, at such time and place designated by the Notice.

Section 8. Special Meetings

A special meeting of the Directors may be called by any Director of the corporation at any reasonable time by giving each Director written notice at least five (5) days before the meeting date or personal notice at least two (2) days before the date of the meeting. Attendance by any Director at any special meeting or his written consent, whether executed prior or subsequent to such meeting, shall be deemed a waiver of this notice requirement.

Section 9. Quorum

A quorum shall consist of a majority of the Directors. In the event there shall be in attendance at any meeting of the Directors a lesser number than a quorum, that meeting may be adjourned to another day, at which time of adjournment, at least one day's notice shall be provided to all Directors. Approval of a majority of the number of Directors shall be necessary for the transaction of any business of the BOARD.

Section 10. Order

Business at meetings of the BOARD shall be conducted in such order set by the agenda or determined by resolution. At all meetings, the Chairperson of the corporation shall preside, or, in the absence of the Chairperson, the Vice-Chairperson shall preside.

Section 11. Executive Committee

The Directors may delegate to an Executive Committee such authority as may be necessary to conduct the affairs of the corporation. Such committee must consist of at least two directors. It may conduct business by regular meeting or by telephone conversation. Action by such committee must be by majority agreement. The committee shall make regular reports to the BOARD of its activities.

Section 12. Removal

A Director may be removed for any reason by a majority vote at a meeting of the membership.

Section 13. Action Without a Meeting

Action, which may be taken at a meeting of the Directors, may be taken without a meeting provided that a written consent specifying the action to be taken be signed by all Directors entitled to vote

BYLAWS

of

OREGON FOOD SHARE, INC.

Article I. DIRECTORS

Section 1. Number

This Corporation shall be managed and controlled by a BOARD OF DIRECTORS, consisting of at least ten and up to twenty Directors. Said BOARD shall have the power and authority to make policy, rules and regulations not inconsistent with the laws of Oregon, the ARTICLES OF INCORPORATION, and the Bylaws of this corporation, for the guidance of the corporation and for the transaction of the corporation's business. The Directors shall have all necessary powers and authority to so manage and control the corporation to achieve its purpose.

Section 2. Election

The Directors shall be elected annually by a majority vote of the membership present and voting or represented by proxy at said meeting and shall immediately thereafter qualify and organize. The terms of such Directors shall begin immediately after election and qualification, and they shall serve for one (1) year or until their successors are elected and qualified.

Section 3. Qualifications

Qualifications shall be as established from time to time by the Board.

Section 4. Ex Officio Members

From time to time the Board of Directors may select Ex Officio members, possessing such skills or talents as the Board deems desirable. Such Ex Officio members shall be entitled to participate in Board deliberations; but shall not be counted towards a quorum and may not vote in their own right. Ex Officio members shall serve for a term current with that of the Board which selected them.

Section 5. Vacancies

Whenever a vacancy shall occur in the Board of Directors, the remaining Directors shall have the right to fill such vacancy.

Section 6. Annual Meeting

A regular meeting of the Directors of this corporation shall be held in June of each year, following notice by the Secretary.

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Section 2. Annual Budget

The Treasurer shall present to the annual meeting of Directors a proposed budget for the coming year.

Section 3. Loans

The corporation may from time to time, at the direction of the BOARD, take out loans as may be necessary and pledge the assets of the corporation.

Section 4. Books

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its BOARD OF DIRECTORS and committees having any of the authority of the BOARD. It shall keep at its registered office or principal office a record of the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 5. Audit

An audit of the corporate accounts shall be conducted on a yearly basis.

ARTICLE V. INDEMNITY OF DIRECTORS-OFFICERS

The corporation shall indemnify any person, who was or is a party to any threatened, pending or completed action or suit, by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that s/he is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit or proceeding, provided s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation. The corporation shall not indemnify in respect of any claims, issue or matter where such officer or director is adjudged liable for negligence and misconduct in the performance of his/her duties to the corporation, unless the court, in such use and only to the extent provided, determines upon application that in view of all the circumstances such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

ARTICLE VI. AMENDMENT

These Bylaws may be modified or repealed and new Bylaws may be adopted by the BOARD.

ARTICLE VII. DISSOLUTION

Section 1. Voluntary Act

This Corporation may be dissolved by the BOARD at a meeting called for such purpose, provided that written notice of the proposed dissolution is given in the meeting notice. A resolution to dissolve must be approved by a two-thirds vote of the Board. .

Section 2. Plan of Distribution

In the event a resolution to dissolve is approved, a plan of distribution of assets shall be prepared. Such plan shall provide for full compliance with all applicable law governing the disposition of assets, if any, by a Section 501(c)(3) organization.

Section 3. Articles of Dissolution

Following the transfer of corporate assets, the Chairperson, or Vice Chairperson, and Secretary, shall file ARTICLES OF DISSOLUTION in such form required by the Corporation Commissioner.

SECRETARY

APPROVED:

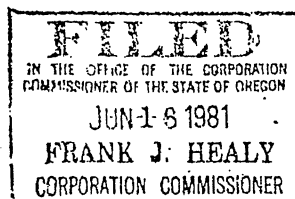
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MAR 31 1981

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Submit in duplicate
Filing Fee: \$5.00



Articles of Amendment of

Oregon Food Share, Inc.

Pursuant to ORS 61.370 these Articles of Amendment were adopted by the undersigned corporation:

1. The present (not new) corporate name is Oregon Food Share, Inc.

2. The following amendment of the Articles of Incorporation was adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(Set forth article(s) in full as will be amended to read.)

ARTICLE II. The purposes for which the corporation is organized are:

To establish and maintain a network of social agencies, non-profit and profit organizations and individuals, to solicit, store and distribute surplus food to the needy, the sick and children of the State of Oregon.

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI. The provisions for the distribution of assets on dissolution or final liquidation are:

In compliance with the requirements of the Internal Revenue Code of 1954 as amended, and the Oregon Non-Profit Statutes.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Internal Revenue Service

Date: December 1, 2004

Oregon Food Bank Inc.
7900 NE 33rd Dr.
Portland, OR 97211

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:

Rebecca Bowden ID# 31-03098
Internal Revenue Agent

Toll Free Telephone Number:

8:00 a.m. to 6:30 p.m. EST
877-829-5500

Fax Number:

513-263-3756

Federal Identification Number:

93-0785786

Dear Sir or Madam:

This is in response to your request of December 1, 2004, regarding your organization's tax-exempt status.

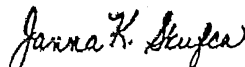
In February 1982 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Janna K. Skufca, Director, TE/GE
Customer Account Services