

Nonprofit Articles of Incorporation

of

In Time of Need

The undersigned, a natural person over the age of eighteen years, hereby certifies as follows:

Article 1. Name

1.01 Name

The name of this Corporation shall be *In Time of Need*. The business of the Corporation shall be conducted as *In Time of Need*, hereinafter "The Corporation".

Article 2. Duration

2.01 Duration

The period of duration for this Corporation shall be perpetual, or until such time as the Board of Directors shall adopt a resolution recommending that the Corporation be dissolved pursuant to Oregon Revised Statute 65.624.

Article 3. Purpose

3.01 Purpose

The Corporation is a nonprofit organization and is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Intended end users of the Corporation's goods and services include anyone "on the street": abused mothers; inmates newly released from prison; emancipated teenagers and those aged out of foster care; discharged

veterans; newly landed immigrants; people suffering homelessness, hunger, depression, substance abuse, etc.

Intermediate users of the service will include clinics, emergency rooms, libraries, school counselors, probation officers, law enforcement officers, Oregon Department of Human Services, etc.

The goods and services created by the Corporation consist of (1) a database of service providers, and (2) a free-to-the-public application for smart-devices to provide that service at no cost to end users and intermediate users.

The database will contain location, contact, hours of operation and services of each service provider along with any special notes submitted by the provider. The database will be maintained and updated frequently and initial information on any service provider will be vetted by Corporation staff before entry into the database.

The smart device application is a GPS-based query tool to be used on smart phones, laptops, desktops, etc. Through a series of menus and maps, the user will be able to locate needed service providers along with transportation suggestions, hours of availability and other information.

The application shall be available free to all users. All users of the search engine will be anonymous to the application; no personal information of any user will be kept in the application database or in any other form held by the Corporation.

Many of the aspects of maintaining and updating the database will be automated to save time and labor, but the content of the database will be managed by staff of the Corporation. The Corporation will not be held liable for the accuracy or validity of information submitted by service providers.

3.02 Public Benefit

The Corporation is designated as a public benefit corporation.

Article 4. Non-Profit Nature

4.01 Non-profit Nature

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the

making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of *The Corporation* shall inure to the benefit of, or be distributable to its members, trustees, 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 3 hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to, any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this Corporation shall be personally liable for the debts or obligations of *The Corporation* of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

4.03 Dissolution

Upon termination or dissolution of *The Corporation*, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as

said Court shall determine, which are organized and operated exclusively for such purposes.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Oregon to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (I) by a Corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a Corporation, contributions to which are deductible under Section 170(c)(2) if the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 5. Board of Directors

5.01 Governance

The Corporation shall be governed by its board of directors.

5.02 Directors

The names and addresses of the initial trustees of the Corporation are as follows:

Payton Chertude
Justine Flaherty
Jamie Paris
Joshua Underhill
Rachel Young
Richard J Willis



Article 6. Membership

6.01 Membership

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a board of directors, as defined in the Corporation's bylaws.

Article 7. Amendments

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Article 8. Addresses of the Corporation

8.01 Addresses

The place in this state where the principal office of the Corporation is to be located is the City of Canby, Clackamas County. The physical address of the Corporation is

[REDACTED]
[REDACTED]

The mailing address of the Corporation is

PO Box 288
Canby, OR 97013.

Article 9. Appointment of Registered Agent

9.01 Registered Agent

The registered agent of the Corporation shall be

Northwest Registered Agent, LLC
5305 River Rd N
Keizer, OR 97303
509-768-2249; 503-914-1035

Article 10. Incorporator

The incorporator of the Corporation is as follows

Richard J. Willis

[REDACTED]
[REDACTED]
[REDACTED]

Article 11. Bylaws

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this Corporation. The Bylaws shall govern the operation of this Corporation unless any Bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

Bylaws of *In Time of Need*

These Bylaws of the Corporation named *In Time of Need* ("Bylaws") are adopted as of the date on the signature page of these Bylaws, and will serve as the charter of *In Time of Need*, an Oregon nonprofit Corporation.

Article 1. Definitions

Section 1.01 Name

The "Corporation" shall mean: *In Time of Need*, its successors and assigns.

Section 1.02 Board

The "Board" shall mean the Board of Directors of the Corporation.

Article 2: Purposes

Section 2.01 Purposes and Powers

The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law. In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to guide anyone in need to goods or services, available at little or no cost, offered by charities or agencies in the vicinity of the individual.

The work products of the Corporation are (1) a free service, (2) an underlying database, and (3) a smart-device application to provide that service at no cost. The intended benefactors of the Corporation's

deliverables are anyone in immediate need of services such as a hot meal, shelter, clothing, medical or dental attention, etc.

The smart device application is a GPS-based library of services to be used on smart phones, laptops, desktops, etc. Through a series of menus and maps, the user will be able to locate needed service providers, along with transportation suggestions, hours of availability and other information.

The application shall be available free to all users, who will be anonymous to the application; no personal information of any user will be kept in the application database or in any other form held by the Corporation.

Section 2.02 Governing Instruments.

The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy.

The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities.

No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3: Membership

Section 3.01 This Corporation shall have no members.

Article 4: Directors

Section 4.01 Annual Meeting

A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 4.02 Duties

Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 4.03 Number

The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

Section 4.04 Term and Election

Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire.

A Director may be reelected without limitation on the number of terms she or he may serve. The board shall elect its own members, except that a Director shall not vote on that member's own position.

Despite the expiration of a Director's term, she or he will continue to serve on the board until she or he is reelected, her or his successor is elected, designated or appointed, or until there is an official decrease in the number of Directors.

Section 4.05 Removal.

Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.06 Resignation.

Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.07 Vacancies.

Vacancies on the Board of Directors and newly created board positions shall be filled by a unanimous vote of the Directors in office. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.08 Quorum, Voting and Action.

At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business.

At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws.

Section 4.09 Regular Meetings.

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 4.10 Special Meetings.

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, by telephone, or by email not less than two business days prior to the special meeting; if by mail, notice shall be delivered not less than four business days prior to the special meeting.

Section 4.11 Alternative Meeting Venue.

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication (telephone, online, etc.) by which either:

- a. All Directors participating may simultaneously hear or read each other's communications during the meeting; or
- b. All communications during the meeting are immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors.

Section 4.12 No Salary.

Directors shall not receive salaries for their board services but may be reimbursed for expenses related to board service.

Section 4.13 Action by Consent.

Any action required or permitted by law to be taken at a meeting of the board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, is signed by all the Directors. Writing includes communications that are transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

Article 5: Officers

Section 5.01 Election

The Board of Directors shall elect the officers to serve two-year terms at the annual meeting of the Board. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 5.01 Term of Office

Each Officer shall hold office for a term of two years and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Section 5.08 of this Article 5. The same person may hold more than one office, except that the same person may not be both President and Secretary.

Section 5.02 Vacancy

A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 5.03 Titles

The officers of this Corporation shall be the President, Secretary, and Treasurer.

Section 5.04 President

The President shall be the chief executive officer of the Corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 5.05 Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: Official recording of the minutes of all proceedings of the Board of Directors meetings and actions.

Section 5.06 Treasurer

The Treasurer shall be responsible for and oversee all corporate funds. The Treasurer will have any other duties prescribed by the Board of Directors. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements.

Section 5.07 Other Officers

The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 5.08 Delegation

In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.09 Removal

Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 5.10 Resignation

Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 6: Committees

Section 6.01 Executive Committee

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

Section 6.02 Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or maybe advisory committees.

Section 6.03 Composition of Committees Exercising Board Authority

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, prescribed, of all Directors in office at that time. All voting members of committees exercising the authority of the board must be directors.

Section 6.04 Quorum and Action

A quorum at a committee meeting exercising board authority 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 6.05 Limitations on the Powers of Committees

No committee may:

- a. Authorize payment of a dividend or any part of the income or profit of the Corporation to its directors or officers;
- b. Approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- c. Elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; or
- d. Adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article 7: Corporate Indemnity

Section 7.01 Indemnification

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the Corporation ("Individual") if:

- (a) the conduct of the Individual was in good faith;
- (b) the Individual reasonably believed that the conduct was in the best interests of the Corporation, or at least was not opposed to the Corporation's best interests; and
- (c) in the case of a criminal proceeding, the Individual did not have reasonable cause to believe their conduct was unlawful.

No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification substantively, procedurally, and otherwise.

Article 8: Amendments to Bylaws

Section 8.01 Amendments

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a unanimous vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.



I certify that these Bylaws are a true copy of the bylaws of this Corporation.

Richard J. Willis, President
Name and Title

Signature

Date