

## ARTICLES OF INCORPORATION

### OF

## TIMBERS ARMY

The undersigned individual, acting as incorporator under the Oregon Nonprofit Corporation Act (“Act”) adopts the following Articles of Incorporation.

**ARTICLE I - Corporate Name.** The name of this nonprofit corporation is “Timbers Army” (the “Corporation”).

**ARTICLE II - Type of Corporation.** This Corporation is a mutual benefit corporation.

**ARTICLE III - Registered Office and Agent.** The address of the Corporation’s initial registered agent for service of process is Tara J. Sims, whose street address is 4218 NE 79<sup>th</sup> Ave., Portland, Oregon, 97218, which address is the initial registered office of this Corporation.

**ARTICLE IV – Incorporator.** The name and address of the incorporator is Joshua M. Barrett, c/o Black Helterline LLP, 805 S.W. Broadway, Suite 1900, Portland, Oregon 97205.

**ARTICLE V – Mailing Address.** The corporate mailing address to which notices may be mailed until the principal office of the Corporation has been designated by the Corporation in its annual report is 4218 NE 79<sup>th</sup> Ave., Portland, Oregon, 97218 c/o Tara J. Sims.

**ARTICLE VI – Limitation of Liability.** No director or uncompensated officer shall be personally liable to the Corporation for monetary damages for conduct as a director or an officer unless eliminating or limiting liability for the particular conduct, act, or omission is prohibited by the Oregon Nonprofit Corporation Act. However, an amendment to the Oregon Nonprofit Corporation Act that places further restrictions on eliminating or limiting the liability of a director or an officer shall not affect the liability of a director or an officer for any conduct, act, or omission that occurred before the effective date of the amendment.

**ARTICLE VII – No Members.** The Corporation will NOT have members.

**ARTICLE VIII – Limitation of Nonpublic Actions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (if any), 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 its purpose. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under § 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IX – Distribution of Assets Upon Dissolution.** Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to the The Portland Beavers & Portland Timbers Community Fund, or its successor, with the restriction that such assets shall only be used for soccer related projects. Any such assets not so disposed of shall be disposed of by the courts of the State of Oregon 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.

**ARTICLE X – Indemnification.**

(a) The Corporation may indemnify, to the fullest extent permitted by the Act, as the same exists or may hereafter be amended, any director or officer or former director or officer made, or threatened to be made, a party to or a witness or other participant in any proceeding, by reason of the fact that such person is or was a director or officer of the Corporation, against liability and expenses of the type indemnified against under the Act. No indemnification pursuant to this Article shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending proceeding, unless the Corporation has given its prior consent to such settlement or other disposition. Nothing contained herein shall affect any rights to indemnification to which employees and agents other than directors or officers may be entitled, and the Corporation may indemnify those employees and agents to the fullest extent and in the manner permitted by the Act, as the same exists or may hereafter be amended.

(b) Expenses incurred in connection with a proceeding shall be paid by the Corporation to or for any director or officer or former director or officer of the Corporation in advance of the final disposition of such proceeding, promptly upon such person’s compliance with the expense advancement provisions of the Act as in effect from time to time.

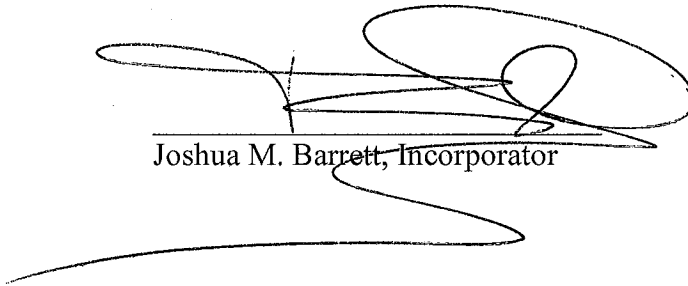
(c) The foregoing indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person indemnified under this Article may be entitled. The Corporation is authorized to enter into contracts of indemnification with its directors now or hereafter serving. The Corporation is also entitled to purchase and maintain insurance as permitted under the Act as from time to time in effect.

(d) The rights provided to any person by this Article shall be enforceable against the Corporation by such person, who shall be presumed to have relied upon it in serving or continuing to serve as a director or in any of the other capacities set forth in this Article. The elimination of, or amendment to, this Article or any portion thereof shall not deprive any person of any rights under this Article arising out of alleged or actual occurrences, acts or failures to act occurring prior to notice to that person of the elimination or amendment. The rights provided to any person by this Article shall inure to the benefit of that person’s heirs and legal representatives.

(e) The terms used in this Article shall have the same meaning as set forth in the Act as in effect from time to time, unless a different meaning is permitted by law and is clearly indicated in this Article.

**ARTICLE XI – Amendment Of Bylaws.** The Corporation’s bylaws may be amended or repealed by the Board of Directors of the corporation at any time.

The Incorporator signed these Articles of Incorporation on August 5, 2009.



Joshua M. Barrett, Incorporator