



DRAFT

REGISTRY NUMBER: 055751-13

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: Lakewood Theatre Company
- 2) NEW NAME OF THE CORPORATION: (If changed) _____
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) 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 June 30, 2020.

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
One (1)				

5) EXECUTION: (Must be signed by at least one officer or director.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature: _____

Printed Name: _____

Title: _____

Jeanne Denton

President

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

David B. Avison, Attorney

PHONE NUMBER: (Include area code.)

(503) 670-1951

FEES

Required Processing Fee \$50

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at sos.oregon.gov/business, using the Business Name Search program.

Print Form

Reset Form

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Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. NAME OF CORPORATION: Lakewood Theatre Company

2. REGISTERED AGENT: (Individual or entity that will accept legal service for this business) Andrew Edwards

3. REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS: (Must be an Oregon Street Address, which is identical to registered agent's office.) 368 S. State Street

Lake Oswego, OR 97034

4. ADDRESS WHERE THE DIVISION MAY MAIL NOTICES: P.O. Box 274

Lake Oswego, OR 97034

5. TYPE OF CORPORATION: PUBLIC BENEFIT MUTUAL BENEFIT RELIGIOUS

6. WILL THE CORPORATION HAVE MEMBERS? YES NO ORS 65.001(28) (a) "Member" means any person or persons entitled, pursuant to a domestic or foreign corporation's articles or bylaws, without regard to what a person is called in the articles or bylaws, to vote on more than one occasion for the election of a director or directors. (b) A person is not a member by virtue of any of the following rights the person has: (A) As a delegate; (B) To designate or appoint a director or directors; (C) As a director; or (D) As a holder of an evidence of indebtedness issued or to be issued to the corporation. (c) Notwithstanding the provisions of paragraph (a) of this subsection, a person is not a member if the person's membership rights have been eliminated as provided in ORS 65.164 or 65.167.

7. DISTRIBUTION OF ASSETS UPON DISSOLUTION: See attached

8. OPTIONAL PROVISIONS: (Attach a separate sheet if necessary.) INDEMNIFICATION: The corporation elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 58.185 or 60.387 - 60.414.

SEE ATTACHED

9. WHO IS FORMING THIS BUSINESS? (INCORPORATORS) List names and addresses of each incorporator. Attach a separate sheet if necessary.

David B. Avison

14523 Westlake Drive

Lake Oswego, OR 97034

LIST INITIAL PRESIDENT AND SECRETARY NAMES AND ADDRESSES (MAY BE REQUIRED BY YOUR BANK)

10. INITIAL PRESIDENT (Name and Address) Jeanne Denton

368 S. State Street

Lake Oswego, OR 97034

11. INITIAL SECRETARY (Name and Address) Joann Frankel

368 S. State Street

Lake Oswego, ORB 97034

12. EXECUTION/SIGNATURE OF EACH PERSON WHO IS FORMING THIS BUSINESS: (Incorporator) I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature:

Printed Name:

Title:

David B. Avison

Director

CONTACT NAME: (To resolve questions with this filing)

David B. Avison

PHONE NUMBER: (Include area code)

503-670-1951

FEES

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Article 7 - PUBLIC BENEFIT 501(c)(3) INFORMATION

The purpose or purposes for which the corporation is organized are as follows:

Said 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 the purpose clause 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the 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.