

State of Oregon Department of Commerce Corporation Division

CERTIFICATE OF INCORPORATION

The Corporation Commissioner of the State of Oregon, certifies that one original and one true copy of Articles of Incorporation, duly signed and verified, have been received and found to conform to law.

Accordingly, the Corporation Commissioner, by virtue of the authority vested in her by law, hereby issues this Certificate of Incorporation to:

WESTSIDE GYMNASTICS PARENTS CLUB, INC.

SEPTEMBER 10, 1986

STATE OF OREGON
DEPARTMENT OF COMMERCE
CORPORATION DIVISION

RECEIVED

SEP 16 1986

REMINDER

Enclosed is the certificate or acknowledgement for your recently filed document. We remind you of several important items.

McCLUNG & STENZEL

1. Your registered agent is the person who will receive legal papers with regard to your corporation. Please be sure to keep the name and address of your registered agent current with our office at all times. We can change the registered agent only upon receipt of a resolution by the Board of Directors. We have a form for this purpose.
2. Before stocks, bonds, debentures, notes or other securities may be sold, such securities must be registered with the Corporation Division unless exempted by law. Forms and information on securities registration are furnished upon request.

Thank you,
Corporation Division
Securities Phone No. 378-4387
Corporation Phone No. 378-4752

COPY

Mr.
4/16/97
all papers

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FILED

IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF ORE

DEC -3 1986

EDWARDS
CORPORATION COMMISSIONER

STATE OF OREGON
DEPARTMENT OF COMMERCE
CORPORATION DIVISION

ARTICLES OF AMENDMENT BY BOARD OF DIRECTORS
OF NONPROFIT CORPORATION

1. Name of corporation: Westside Gymnastics Parents Club, Inc.
2. The corporation has no members.
3. These amendments received the unanimous written vote of the directors in office of the corporation by action in lieu of a meeting under ORS 61.935, effective November 20, 1986.
4. Article II of the Articles of Incorporation filed September 10, 1986 is amended to read as follows:

ARTICLE II

The purpose of the corporation is to carry on activities benefitting and promoting the sport of amateur gymnastics as a recreational and not-for-profit endeavor primarily for elementary and high school age children under the age of eighteen as set forth in the bylaws of the corporation.

5. Article VI of the Articles of Incorporation is amended to add a new subparagraph (d) as follows:

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- (d) Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

6. Article VIII of the Articles of Incorporation filed September 10, 1986 is amended to read as follows:

ARTICLE VIII

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

- A. The corporation may be dissolved at any time by the Board of Directors upon its adoption of a resolution to dissolve by the vote of a majority of the directors in office.
- B. Upon the 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 nonprofit 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. The specific application of assets shall be as determined by the Board of Directors in accordance with the plan of distribution adopted pursuant to, and in compliance with, Oregon Revised Statutes, Chapter 61.

7. We, the undersigned officers, declare under the penalties of perjury that we have examined the foregoing and, to

the best of our knowledge and belief, it is true, correct and complete.

/s/ Dan Wilson
President

/s/ Marilyn Druggall
Secretary

Dated: November 30, 1986

8. Person to contact about this Amendment:

Name : Jacob E. Vilhauer, Jr., Attorney

Telephone Number: 227-5631

I verify that this is a true copy of the Articles of Amendment approved by the Board of Directors on November 20th, 1986.

[Signature]
President

[Signature]
Secretary