



登记号:

REGISTRY NUMBER:

根据俄勒冈州修订法规第 192.410-192.490 款, 本申请表所载信息属于公共记录。我们必须根据要求向各方发布此信息, 并将其公布在我们的网站上。

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.

仅供办公使用
For office use only

请用黑色墨水清楚地打印或书写。如有需要, 另加纸张。
Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. 公司名称:

NAME OF CORPORATION:

2. 注册代理人: (接受此企业法律服务的个人或实体)

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

3. 注册代理人的公开可用地址:

(必须为俄勒冈州街道地址, 与注册代理人的办公室是同一地址。)

REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS

(Must be an Oregon Street Address, which is identical to registered agent's office.)

4. 可供部门邮寄通知的地址:

ADDRESS WHERE THE DIVISION MAY MAIL NOTICES

5. 公司类型:

TYPE OF CORPORATION:

公益
PUBLIC BENEFIT

互利
MUTUAL BENEFIT

宗教
RELIGIOUS

6. 该公司会有成员吗?

WILL THE CORPORATION HAVE MEMBERS?

是 否
YES NO

ORS 第 65.001(28) 款

(a) "成员"是指根据国内外公司条款或章程有权就一名或多名董事选举进行多次投票的任何一名或多名个人 (不论条款或章程中对个人的称呼如何)。

(b) 由于个人持有以下任何权利, 则其不能是成员:

- (A) 作为代表;
- (B) 指定或委任一名或多名董事;
- (C) 作为董事; 或
- (D) 作为已发行或将要发行给公司的债务凭证的持有人。

(c) 尽管有本分款 (a) 段的规定, 若该人员的成员权利已经根据 ORS 第 65.164 或 65.167 款被取消, 则该人员不是成员。

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. 解散时的资产分配:

DISTRIBUTION OF ASSETS UPON DISSOLUTION:

8. 选填条款: (如有需要, 另附纸张。)

OPTIONAL PROVISIONS: (Attach a separate sheet if necessary.)

免责: 根据 ORS 第 58.185 或 60.387 - 60.414 款, 公司选择豁免其董事、管理人员、员工、代理人的责任和
相关开销。

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.

参阅附件

SEE ATTACHED

9. 此企业由谁创办? (公司创办人)

列出每位公司创办人的姓名和地址。

如有需要, 另附纸张。

WHO IS FORMING THIS BUSINESS? (INCORPORATORS)

List names and addresses of each incorporator.

Attach a separate sheet if necessary.

列出初始董事长和秘书的姓名和地址
(您的银行可能需要)

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

10. 初始董事长 (姓名和地址)

INITIAL PRESIDENT (Name and Address)

11. 初始秘书 (姓名和地址)

INITIAL SECRETARY (Name and Address)

12. 执行/此企业每位创办者的签名：（公司创办人）

本人以授权签署人身份声明，根据作伪受罚的规定，本文件不会以欺诈方式隐瞒、模糊、修改或以其他方式歪曲任何个人（包括管理人员、董事、员工、成员、经理或代理人）的身份。本人已检查此档案，据本人所知所信，档案真实、正确且完整。在本文件中作虚假陈述是违法的，可能受到罚款、监禁或两者兼施的处罚。

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.

签名：

Signature:

印刷体姓名：

Printed Name:

职衔：

Title:

联系人姓名：（需解决本档案的相关问题）
CONTACT NAME: (To resolve questions with this filing)

电话号码：（包括区号）
PHONE NUMBER: (Include area code)

费用

FEES

必缴手续费 50 美元
Required Processing Fee

手续费恕不退还。
Processing Fees are nonrefundable.

支票抬头请写“公司部”。
Please make check payable to "Corporation Division."

使用企业名称搜索程序可在 <http://sos.oregon.gov/business> 网站上获取免费副本。
Free copies are available at <http://sos.oregon.gov/business> using the Business Name Search program.

Articles of Incorporation - Nonprofit (1/20)

非营利性公司类型 - 第 5 条

请仔细阅读

非营利性公司必须归于以下三个类别之一。对于大多数非营利性公司，适用以下检测：

1. **“宗教”** 公司是指主要或完全为宗教目的而成立的公司。根据第 501(c)(3) 款之规定，这些公司可免税。
2. **“公益”** 公司是指以下公司：
 - (a) 根据内部税收法第 501(c)(3) 款免税或为公众或慈善目的的组织成立的公司；
 - (b) 解散后，必须将其资产分配给为公共或慈善目的而组织成立的组织机构、宗教团体、美国、州或根据内部税收法第 501(c)(3) 款免税的组织机构；以及
 - (c) 并非在宗教公司定义范围内。
3. **“互利”** 公司指的是为他们的成员或小部分人提供福利而组织成立的公司，其不属于公益或宗教公司定义的范围。根据第 501(c)(3) 款之规定，这些公司不可免税，但是根据其他法律规定可以免税。

解散时资产分配 - 第 7 条

若您打算向美国国家税务局提交一份单独的文件，以便符合第 501(c)(3) 款身份资格

您是否希望在解散时采用美国国家税务局推荐的资产分配语言以符合第 501(c)(3) 款身份资格？（详见以下页面）

若为 **“否”**，同时您组织成立的是公益非营利性公司，则解散时，必须将您的资产交给另一个公益公司。列举出第 7 条中的慈善机构：

在组织机构解散时，资产应分配至 _____。

若为 **“是”**，根据第 7 款，则 **“参阅附件”** 并将下页 **“公益第 501(c)(3) 款信息”** 内容附到公司登记条款表格中。

NONPROFIT CORPORATION TYPE - Article 5
PLEASE READ CAREFULLY

Nonprofit corporations are required to be classified in one of three categories. For most nonprofit corporations, the following tests apply:

1. “Religious” corporation means a corporation which is organized primarily or exclusively for religious purposes. These corporations may be tax-exempt under 501(c)(3).
2. “Public benefit” corporation means a corporation which:
 - (a) is tax exempt under section 501(c)(3) of the Internal Revenue Code or is organized for a public or charitable purpose;
 - (b) on dissolution must distribute its assets to an organization organized for public or charitable purpose, to a religious corporation, to the United States, to a state or to an organization which is tax exempt under section 501(c)(3) of the Internal Revenue Code; and
 - (c) does not come within the definition of religious corporation.
3. “Mutual benefit” corporation means a corporation which is organized to provide benefits for their members or a small group of people, and does not come within the definition of public benefit or religious corporation. These corporations are not tax-exempt under 501(c)(3), but may be tax-exempt under some other section of law.

DISTRIBUTION OF ASSETS ON DISSOLUTION - Article 7

If you plan to submit a separate filing to the IRS to qualify for 501(c)(3) status

Do you want to adopt the IRS recommended language for distribution of assets upon dissolution to qualify for 501(c)(3) status? (See the following page)

If NO, and you are organized as a public benefit nonprofit corporation, you must give your assets to another public benefit corporation when you dissolve. Name that charity in Article 7:

Upon the dissolution of the organization, assets shall be distributed to _____.

If YES, in Article 7 write, “See attached” and attach the PUBLIC BENEFIT 501(c)(3) INFORMATION language on the following page to the articles of incorporation form.

第 7 条 - 公益第 501(c)(3) 款信息

公司组织成立的目的是如下：

上述公司转为慈善、宗教、教育和科学之目的而组织成立，包括出于此类目的而向根据内部税收法第 501(c)(3) 款或未来联邦税法的相应章节规定而免税的组织机构分配资金。

公司的任何净收益都不得用于造福于或分配至其成员、受托人、管理人员或其他私人，除非公司应经授权并有权为提供的服务支付合理的报酬，以及为促进本文目的条款中所述目的而进行付款和分配款项。公司任何实质性的活动均不得进行宣传或以其他形式试图影响立法，同时公司不得代表或站在任何公职候选人员的对立面参与、干预（包括发表或分发声明）任何政治活动。尽管本条款另有规定，但公司不得进行任何其他 (a) 根据内部税收法第 501(c)(3) 款或未来联邦税法的相应章节规定的免除联邦所得税公司不得进行的活动，或 (b) 根据内部税收法第 170(c)(2) 款或未来联邦税法的相应章节规定对公司之出资可减免的公司不得进行的活动。

在公司解散时，资产应出于内部税收法第 501(c)(3) 款或未来联邦税法的相应章节规定的一个或多个免税之目的而进行分配，或应分配至联邦政府、州或当地政府或用于公共用途。未进行此类处置的任何此类资产均应经公司主要办事处所在具有法定管辖权的法院，仅出于此类目的进行处置或分配给此类组织机构（上述法院应确定专为 此类目的而组织成立的组织机构）进行分配。

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.