

State of Oregon
Department of Commerce
Corporation Division

MAY 17, 1985

EICKELBERG & FEWEL
456 SW MONROE ST, NO. 101
CORVALLIS, OREGON 97330

ATTN: JAMES EICKELBERG



CERTIFICATE OF AMENDMENT

PACIFIC NORTHWEST SOFTWARE QUALITY CONFERENCE

I have accepted and filed the attached ARTICLES OF
AMENDMENT on MAY 10, 1985. (# NP207660)



Jane Edwards

Corporation Commissioner

Shelley Smith

One or more natural persons of the age of 18 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of Incorporation.

File #
207660-10

Nonprofit

Articles of Incorporation

OF

PACIFIC NORTHWEST SOFTWARE QUALITY CONFERENCE

The undersigned natural person(s) of the age of eighteen years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is Pacific Northwest Software Quality Conference

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS 61.071.)

and its duration shall be perpetual

ARTICLE II The purpose or purposes for which the corporation is organized are: to organize, sponsor, promote and provide conferences concerning computer software quality, to publish the proceedings of those conferences and to cooperate with other organizations to accomplish those purposes. This organization is not organized for profit, and no part of its net earnings shall inure to the benefit of any private shareholder. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The address of the initial registered office of the corporation is _____

3755 NW Hayes Street, Corvallis, Oregon 97330

(Street and Number)

(City and State)

(Zip)

and the name of its initial registered agent at such address is Kenneth P. Oar

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is

four

(At least three)

, and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

Name

(Street and Number)

Address

(City and State)

(Zip)

Kenneth P. Oar 3755 NW Hayes Street, Corvallis, Oregon 97330

Charles Martiny Post Office Box 500, Beaverton, Oregon 97077

Theodore G. Lewis 4400 Sulfur Springs Road, Corvallis, Oregon 97330

Sherry Sisson 1285 NW Kainui Drive, Corvallis, Oregon 97330

<u>Name</u>	<u>Address</u>
(Street and Number)	(City and State) (Zip)
James Eickelberg	456 SW Monroe Street #101, Corvallis, OR 97330
_____	_____
_____	_____
_____	_____
_____	_____

ARTICLE VI The provisions for the distribution of assets on dissolution or final liquidation are: upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

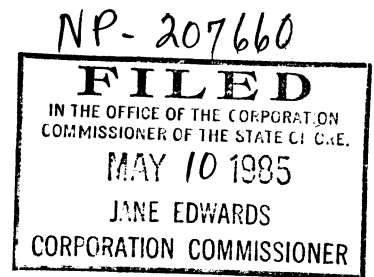
ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.)

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

James Eickelberg	_____
_____	_____
_____	_____

Dated 3/7, 1985.

File with Corporation Commissioner, Commerce Bldg., 158 12th St., N.E., Salem, Oregon 97310.



Articles of Amendment

of

PACIFIC NORTHWEST SOFTWARE QUALITY CONFERENCE

Pursuant to ORS 61.370 these Articles of Amendment were adopted by the undersigned corporation:

1. The present (not new) corporate name is Pacific Northwest Software
Quality Conference

2. The following ~~amendment of the Articles of Incorporation~~ was adopted in the manner prescribed by the Oregon Nonprofit Corporation Act:

(Set forth article(s) in full as will be amended to read.)

Article II. of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE II The purpose or purposes for which the corporation is organized are: to organize, sponsor, promote and provide conferences concerning computer software quality, to publish the proceedings of those conferences and to cooperate with other organizations to accomplish those purposes. This organization is not organized for profit, and no part of its net earnings shall inure to the benefit of any private shareholder. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3. (Check below the statement which is appropriate:)

- The amendment was adopted at a meeting of the Board of Directors on May 5, 1985, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
- The amendment was adopted at a meeting of the members on _____, 19____, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

PACIFIC NORTHWEST SOFTWARE QUALITY CONFERENCE
Present (not new) Corporate Name

By Ronald K. Spring and Susan V Bartlett
Its _____ President Its _____ Secretary

Dated 5-3, 1985.

State of Oregon
Department of Commerce
Corporation Division

MARCH 13, 1985

EICKELBERG & FEWEL
456 SW MONROE ST, NO. 101
CORVALLIS, OREGON 97330

ATTN: JAMES EICKELBERG



CERTIFICATE OF INCORPORATION

—
PACIFIC NORTHWEST SOFTWARE QUALITY CONFERENCE
—

I have accepted and filed the attached ARTICLES OF
INCORPORATION on MARCH 7, 1985. (# NP207660)

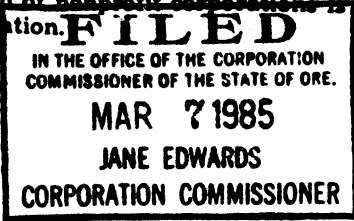


Jane Edwards

Corporation Commissioner

Shirley Smith

One or more natural persons of the age of 18 years or more may incorporate a nonprofit corporation by signing, verifying and delivering Articles of Incorporation in duplicate to the Corporation Commissioner. The procedure for the formation of nonprofit corporations is set forth in ORS 61.305 through 61.325. See ORS 61.311 for the content of Articles of Incorporation.



Nonprofit

Articles of Incorporation

OF

PACIFIC NORTHWEST SOFTWARE QUALITY CONFERENCE

The undersigned natural person(s) of the age of eighteen years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

ARTICLE I The name of this corporation is Pacific Northwest Software Quality Conference

(The corporate name cannot contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation; and cannot contain the word "cooperative". See ORS 61.071.)

and its duration shall be perpetual

ARTICLE II The purpose or purposes for which the corporation is organized are: to organize, sponsor, promote and provide conferences concerning computer software quality, to publish the proceedings of those conferences and to cooperate with other organizations to accomplish those purposes. This organization is not organized for profit, and no part of its net earnings shall inure to the benefit of any private shareholder. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(It is not necessary to set forth in the articles any of the corporate powers enumerated in ORS 61.061. It is sufficient to state, either alone or with other purposes, "That the corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under ORS Chapter 61"; however, it is desirable to state the primary purpose of the corporation in conjunction with such statement.)

ARTICLE III The address of the initial registered office of the corporation is _____

3755 NW Hayes Street, Corvallis, Oregon 97330

(Street and Number)

(City and State)

(Zip)

and the name of its initial registered agent at such address is Kenneth P. Oar

ARTICLE IV The number of directors constituting the initial board of directors of the corporation is

four

(At least three)

and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

Name

(Street and Number)

Address

(City and State)

(Zip)

Kenneth P. Oar

3755 NW Hayes Street, Corvallis, Oregon 97330

Charles Martiny

Post Office Box 500, Beaverton, Oregon 97077

Theodore G. Lewis

4400 Sulfur Springs Road, Corvallis, Oregon 97330

Sherry Sisson

1285 NW Kainui Drive, Corvallis, Oregon 97330

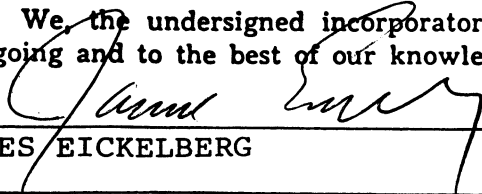
ARTICLE V The name and address of each incorporator is:

<u>Name</u>	<u>Address</u> (Street and Number)	<u>Address</u> (City and State)	<u>(Zip)</u>
<u>James Eickelberg</u>	<u>456 SW Monroe Street #101</u>	<u>Corvallis, OR</u>	<u>97330</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ARTICLE VI The provisions for the distribution of assets on dissolution or final liquidation are: upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.) The board of directors shall consist of seven directors elected by the membership. Upon organization of this corporation, the four directors designated in the Articles of Incorporation shall elect three additional directors to complete composition of the board. The four initial directors named in the Articles of Incorporation shall serve until the annual membership meeting in 1985. The three directors chosen to complete the composition of the initial board of directors shall serve until the annual membership meeting in 1986. At the annual membership meeting in 1985 and each odd numbered year thereafter, four directors shall be elected by the membership for two year terms. At the annual membership meeting in 1986 and each even numbered year thereafter, three directors shall be elected by the membership to two year terms.

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.



JAMES EICKELBERG

Dated February 20, 1985

Internal Revenue Service
District Director

Department of the Treasury

Date: JUN 28 1985

Employer Identification Number:
91-1084551
Accounting Period Ending:
December 31
Foundation Status Classification:
509(a)(2)
Advance Ruling Period Ends:
December 31, 1989
Person to Contact:
EO Desk Officer
Contact Telephone Number:
(206) 442-5106

▷ Pacific Northwest Software
Quality Conference
3755 NW Hayes Street
Corvallis, OR 97330

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in section 509(a)(2).

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins on the date of your inception and ends on the date shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Grantors and donors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you submit the required information within the 90 days, grantors and donors may continue to rely on the advance determination until the Service makes a final determination of your foundation status. However, if notice that you will no longer be treated as a section 509(a)(2) organization is published in the Internal Revenue Bulletin, grantors and donors may not rely on this determination after the date of such publication. Also, a grantor or donor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section 509(a)(2) status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section 509(a)(2) organization.

(over)

If your sources of support, or your purposes, character or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



District Director