

**SHRINERS HOSPITAL OREGON EAST-WEST ALL-STAR
FOOTBALL GAME ASSOCIATION
ARTICLES OF ASSOCIATION**

This unincorporated, not for profit, charitable association is an organization of Nobles of Al Kader Shriners, A.A.O.N.M.S. (herein “Al Kader Shriners) and Hillah Shriners, A.A.O.N.M.S. (herein “Hillah Shriners”). To further common purposes they have entered into this agreement with the prior official authorization of the potentates of Al Kader Shriners and Hillah Shriners.

§1 Name. The name of this nonprofit unincorporated charitable association is the Shriners Hospital Oregon East-West All-Star Football Game Association.

§2 Duration. This association shall continue to exist at the pleasure of the Imperial Potentate, after receiving the advice of the potentates of Al Kader Shriners and Hillah Shriners, and for so long as permitted by the law of the land and Shrine law.

§3 Purpose. The promotion and staging of an annual football game, to be known as the Shriners Hospital Oregon East-West All-Star Football Game, and other associated events, in the state of Oregon, as its board of directors may, from time to time determine, for the benefit of Shriners Hospitals For Children, which is exempt under §501(c)(3) of the Internal Revenue Code.

§4 General Provisions.

(a) Governance. This association shall be governed by the laws of the state of Oregon, the articles of incorporation and bylaws of The Imperial Council, A.A.O.N.M.S., an Iowa corporation (herein “The Imperial Council”), the articles of incorporation and bylaws of Shriners Hospitals For Children, a Colorado corporation (herein “Shriners Hospitals For Children”), the bylaws of Al Kader Shriners, the bylaws of Hillah Shriners, and these articles of association not inconsistent therewith.

(b) Potentates' Authority. The potentates of Al Kader Shriners and Hillah Shriners, the authorizing potentates, shall, by their joint action, have the power to remove from office in the association any director, officer or Noble for disobedience of their orders or for violation of Shrine law with respect to the business of this association.

(c) Prohibited Activities. This association shall not have any capital stock and no person shall receive any profits from its operations by dividends or otherwise, and no substantial part of the activities of the association shall be to carry on propaganda or otherwise attempt to influence legislation. Furthermore, no part of the association's assets may be used in any manner, and the association may not participate in any activity that would cause the association to cease to qualify as an exempt organization under §501(c)(3) or §501(c)(10) of the Internal Revenue Code.

(d) Personal Benefit. No part of the assets or funds of this association may inure to the benefit of individuals personally except in payment for services actually received or performed. This includes: transportation, hotel/motels, or meals unless pre-approved by the Executive Board.

(e) Association Debts. The private property of the members of the board of directors of this association and the officers thereof shall not be subject to the payment of association debts to any extent whatsoever.

(f) Revenues. All net revenues of this association are for the benefit of Shriners Hospitals For Children. The annual revenues, less ordinary and necessary expenses, from the football Game and all other associated events (except for such start-up expenses for the next scheduled football game as determined to be reasonable by the Imperial Potentate) shall be distributed to Shriners Hospitals For Children. No portion of the revenues shall inure to the benefit of Al Kader Shriners or Hillah Shriners or their shrine clubs, units, Nobles, or any other entity or person.

(g) Indemnification. Neither the directors nor officers by reason of their holding office and discharging their usual and customary duties, nor the Nobles of the sponsoring temples, shall be personally liable for the debts, liabilities and obligations of this association, and the association shall indemnify and hold each of them harmless to the extent and manner allowed by the law of the land.

(h) Disposition of Assets. The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the association, may only be upon such terms and conditions and for such consideration as shall first be authorized by a vote of Al Kader Shriners and Hillah Shriners at stated meetings of their temples, or at special meetings which set forth in the notice of the meetings the specific nature of the business to be transacted.

(i) Purchaser of Assets. No purchaser of any property of the association shall be required to see to the application of the purchase money received there from or to inquire into the validity, expediency or propriety of any such sale.

(j) Copies of Documents. Copies of these articles of association and its bylaws, and any amendments thereto, must be filed with the Imperial Recorder.

(k) Records. This association shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by The Imperial Council.

(l) Audit. This association must have its financial statements audited or reviewed by a certified, chartered or licensed public accountant at the close of each fiscal year, as provided by the bylaws of The Imperial Council, and a copy of the accountant's report and accompanying financial statements must be filed with the Imperial Recorder.

(m) Dissolution. In the event of the termination of these articles of association, and the dissolution of this association, the assets and funds remaining, after payment of all debts of the association, shall be conveyed to Shriners Hospitals For Children..

§5 Members. This association shall have no members.

§6 Directors.

(a) Number. The business and affairs of this association shall be conducted by a board of directors as defined in the bylaws. The initial board of directors shall be the current representatives of the shrine clubs. Thereafter, at the directors meeting designated by the bylaws, the board of directors shall propose the names of the delegates for the ensuing year to the potentates of Al Kader Shriners and Hillah Shriners. Upon their approval by the potentates, they are elected.

(b) Powers. The board of directors has all the powers usually vested in the directors of a nonprofit charitable association without members, except as otherwise provided by the law of the land, Shrine law, the bylaws of Al Kader Shriners, the bylaws of Hillah Shriners, and these bylaws not inconsistent therewith.

(c) Good Standing. The delegates and officers must be members in good standing in a Shrine Club of Al Kader Shriners or Hillah Shriners.

§7 Officers. The Executive Committee officers of this association shall be Chairman, 1st Vice Chairman, 2nd Vice Chairman, Treasurer and Secretary. Their duties shall be assigned by the bylaws of this association.

§8 Meetings. These shall be specified in the bylaws of this association.

§9 Bylaws. The initial board of directors shall propose the bylaws for this association. Upon approval by the potentates of Al Kader Shriners and Hillah Shriners and the Imperial Potentate, they become effective.

§10 Registered Office and Agent. The location and post office address of the registered office of this association, and the name of its registered agent are: Al Kader Shriners Recorder, 25100 SW Parkway, Wilsonville, Oregon 97070.

REGISTERED AGENT

The Recorder of Al Kader Shriners is to serve as registered agent in the state of Oregon, for the association known as the Shriners Hospital Oregon East-West All-Star Football Game Association. As agent for the association, it will be his responsibility to accept service of process in the name of the association; to forward all mail and license renewals to the appropriate directors and officers; and to immediately notify the Secretary of State of changes in the address of the registered office of the association for which the Recorder is agent.

We hereby certify that this association was organized by the official authority of the potentates of Al Kader Shriners and Hillah Shriners, and that these articles of association were adopted by the members of Al Kader Shriners at a stated meeting held on _____, 200__, and by the members of Hillah Shriners at a stated meeting held on _____, 200____; and it was agreed that an application be made to the Imperial Potentate to grant his approval to the formation of this association and his written approval of these articles of association. Dated this _____ day of _____, 200__.

Potentate – Al Kader Shriners

Attest: _____
Recorder – Al Kader Shriners

Potentate – Hillah Shriners

Attest: _____
Recorder – Hillah Shriners

Application For Approval

The application of Al Kader Shriners and Hillah Shriners to form an association to be known as the Shriners Hospital Oregon East-West All-Star Football Game Association and for approval of the foregoing articles of association was presented to the chairman of the Imperial Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate for review and consideration.

Certification

We find the foregoing articles of association to be in proper and legal form and find that they do not conflict with the articles of incorporation or bylaws of The Imperial Council nor with the articles of incorporation or bylaws of Shriners Hospitals For Children. Therefore, we recommend their approval by the Imperial Potentate.

W. Warren Upton
Chairman – Jurisprudence & Laws Committee

Theodore Corsones
General Counsel

Approval

It appearing that the articles of association are proper and appropriate for the association, and that they are in the best interest of the Order, I hereby grant my approval to the formation of the association to be known as the Shriners Hospital Oregon East-West All-Star Football Game Association, and to the foregoing articles of association, and they are effective as of this date.

Dated this _____ day of _____, 2007.

Bernard J. Lemieux, M.D. – Imperial Potentate

Attest: _____
Jack H. Jones – Imperial Recorder