

File No. 51165



### Certificate of Filing Articles of Incorporation

To all to Whom These presents May Come, Greeting:

Know Ye, That whereas HOWARD VOLLUM, WILLIAM B. WEBBER and DON A. ELLIS

*having presented Articles for a Nonprofit Corporation, organized and formed under and pursuant to the Laws of the State of Oregon and having paid the required organization fee;*

Now, Therefore, I, Maurice Hudson, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY that said Articles of Incorporation have been filed in the office of the Corporation Commissioner; that the name assumed by said corporation is

TEKTRONIX FOUNDATION

*the duration* perpetual *; the object, business, or pursuit in which this corporation proposes to engage is as follows:*

1. To receive and administer funds for scientific, educational, and charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and re-invest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or

more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation, organized under the provisions of Chapter 462, Oregon Laws 1941, and all amendments thereto, for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, and to do any and all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation and not otherwise prohibited by law. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

2. To receive and maintain a fund or funds and to administer and apply the income and principal thereof within the United States of America for scientific, educational, and charitable purposes, including but not restricting or limiting the application of payments from such fund or funds to the relief of needy employees, present and future, and ex-employees, and their dependents, of Tektronix, Inc., an Oregon corporation, or of a subsidiary incorporated under the laws of one of the states of the United States, of said Tektronix, Inc. The relief to such needy employees, ex-employees, and their dependents, may be made, in the discretion of the board of trustees, in any form, but no application of the fund or funds and no payment made therefrom for any form of relief shall be made in pursuance of any contract, express or implied, but all such applications or payments shall be in the nature of voluntary gratuities for charitable purposes as determined by the board of trustees. The foregoing shall not include the care of neglected and dependent children by this corporation.

3. This corporation shall never engage in any form of trade or commerce, or carry any activities which shall result in any remunerative profit to itself or to any of its members.

4. Gifts may be made to other corporations, trusts or community chests, funds or foundations or associations created or organized in the United States of America and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual having a personal or private interest in the activities of the organization, and no substantial part of the activity of which organization is the carrying on of propaganda or otherwise attempting to influence legislation.

In the event of the dissolution of this corporation, after the payment, satisfaction and discharge of all liabilities and obligations, all of its remaining assets and property of every nature and description whatsoever not held upon a condition requiring return, transfer or conveyance by reason of dissolution shall be paid over and transferred to any corporation, fund, or foundation organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual as may be selected by the then trustees in the manner provided by law.



ARTICLES OF INCORPORATION

of

TEKTRONIX FOUNDATION

\* \* \* \* \*

We, the undersigned, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under and by virtue of Chapter 462, Oregon Laws 1941, and all amendments thereto, covering the formation of nonprofit corporations, and do hereby make, subscribe and execute these written articles of incorporation in triplicate.

ARTICLE I.

The name assumed by this corporation and by which name it shall be known is TEKTRONIX FOUNDATION, and this being a benevolent corporation, its term is unlimited and its duration shall be perpetual.

ARTICLE II.

The object, business, or pursuit and the purpose or purposes of this corporation shall be as follows:

1. To receive and administer funds for scientific, educational, and charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and re-invest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or

directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation, organized under the provisions of Chapter 462, Oregon Laws 1941, and all amendments thereto, for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, and to do any and all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation and not otherwise prohibited by law. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

2. To receive and maintain a fund or funds and to administer and apply the income and principal thereof within the United States of America for scientific, educational, and charitable purposes, including but not restricting or limiting the application of payments from such fund or funds to the relief of needy employees, present and future, and ex-employees, and their dependents, of Tektronix, Inc., an Oregon corporation, or of a subsidiary incorporated under the laws of one of the states of the United States, of said Tektronix, Inc. The relief to such needy employees, ex-employees, and their dependents, may be made, in the discretion of the board of trustees, in any form, but no application of the fund or funds and no payment made therefrom for any form of relief shall be made in pursuance of any contract, express or implied, but all such applications or payments shall be in the nature of voluntary gratuities for charitable purposes as determined by the board of trustees. The foregoing shall not include the care of neglected and dependent children by this corporation.

3. This corporation shall never engage in any form of trade or commerce, or carry any activities which shall result in any remunerative profit to itself, or to any of its members.

4. Gifts may be made to other corporations, trusts or community chests,

funds or foundations or associations created or organized in the United States of America and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual having a personal or private interest in the activities of the organization, and no substantial part of the activity of which organization is the carrying on of propaganda or otherwise attempting to influence legislation.

In the event of the dissolution of this corporation, after the payment, satisfaction and discharge of all liabilities and obligations, all of its remaining assets and property of every nature and description whatsoever not held upon a condition requiring return, transfer or conveyance by reason of dissolution shall be paid over and transferred to any corporation, fund, or foundation organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual as may be selected by the then trustees in the manner provided by law.

#### ARTICLE III.

The estimated value of the property and money possessed by this corporation at the time of making these articles of incorporation is nothing. The source of revenue and income of this corporation and the financing thereof is under the following general plan:

1. By contributions to it of funds and property absolutely or in trust for its purposes hereinabove stated and for no other purpose.
2. Membership fees, dues and assessments, in the event the same shall be provided for by resolution of the board of trustees or by the by-laws, provided that no member or officer of this corporation as such shall be under any obligation for the payment of any of the debts, dues or obligations of this corporation nor for the payment of any membership or initiation fees or any dues except as he or she may agree so to do.

#### ARTICLE IV.

The names and official titles of the persons executing these articles of incorporation, and their post office addresses, are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Howard Vollum	Trustee(Chairman)	1000 N.W. Skyline, Portland, Oregon
William B. Webber	Trustee	3325 S.W. Primrose, Portland, Oregon
Don A. Ellis	Trustee	727 S.W. Chestnut, Portland, Oregon

ARTICLE V.

The governing body of this corporation shall be a board of trustees comprised of five members to be appointed by the board of directors of Tektronix, Inc., an Oregon corporation. The first board of trustees shall consist of the signers of these articles and two other persons to be selected by the board of directors of Tektronix, Inc. The trustees shall be classified in respect of the time for which they shall severally hold office so that four trustees shall be appointed on a rotation basis. The president and/or general manager of Tektronix, Inc. shall be ex-officio the chairman of the board of trustees. The first term of office for all trustees shall commence from the date of the issuance of the certificate of filing these articles by the Corporation Commissioner of the State of Oregon. Four trustees shall be employees of Tektronix, Inc. and in the event of termination of employment by Tektronix, Inc. of any trustee, the office shall become vacant. In case of vacancy in the board of trustees, the board of directors of Tektronix, Inc. shall appoint the successor to hold office for the unexpired term.

ARTICLE VI.

The address of the principal office of the corporation shall be 9450 S.W. Barnes Road, Portland, Oregon, and the principal office and place of business shall be at such location as shall be selected and designated originally and from time to time by the board of trustees.

ARTICLE VII.

All of the property of this corporation and accumulations thereof shall be held and administered to effectuate its purposes and to serve the general welfare of the people.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 29th day of April, 1952.


Howard Vollum (SEAL)  
William B. Webber (SEAL)  
Don A. Ellis (SEAL)

STATE OF OREGON        )  
                              : ss  
COUNTY OF MULTNOMAH )

THIS IS TO CERTIFY, that on this 29th day of April, 1952, before me, the undersigned, a Notary Public for Oregon, personally appeared the within and above named HOWARD VOLLUM, WILLIAM B. WEBBER and DON A. ELLIS, who are personally known to me to be the individuals described in and who executed the within and foregoing instrument, to-wit, Articles of Incorporation of Tektronix Foundation, and who acknowledged to me that they executed the same freely and voluntarily for the purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and year in this, my certificate, first above written.

(NOTARY SEAL)

  
Notary Public for Oregon  
My commission expires June 7, 1954