

724701-99

10/3/22

050

NONPROFIT ARTICLES OF INCORPORATION
OF
DRIVE OREGON

FILED
OCT 29 2010
OREGON
SECRETARY OF STATE

The undersigned individual, who is 18 years of age or older, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following articles of incorporation:

Article I
Name

The name of this organization is Drive Oregon.

Article II
Designation

The organization is a mutual benefit corporation.

Article III
Purpose

The organization is organized exclusively as an entity to benefit the electric vehicle industry and to operate within the provisions of section 501(c)(6) of the Internal Revenue Code.

Article IV
Registered Agent

The name and address in the State of Oregon of this organization's initial agent for service of process is:

Edward A. Bernhard
1300 SW Fifth Avenue, Suite 2300
Portland, Oregon 97201-5630

Article V
Restrictions

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 Article III. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax pursuant to section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible pursuant to section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

DRIVE OREGON



Article VI
Dissolution

Upon dissolution or final liquidation of the organization, and after the payment or provision for payment of all of the liabilities of the organization, the remaining assets of the organization shall be distributed to such other organization or organizations that are described in current sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code as the board of directors of the organization may determined.

Article VII
Members

The organization shall not have members, as that term is defined in the Oregon Nonprofit Corporation Act.

Article VIII
Limitation on Personal Liability

No director or uncompensated officer of the organization shall be personally liable to the organization for monetary damages for conduct as a director or officer, and no officer of the organization shall be liable to the organization or any other person for any action taken or not taken as an officer if the officer acts in compliance with the standards of conduct for officers set forth in the Oregon Nonprofit Corporation Act; provided, however, that this provision shall not eliminate the liability of a director or officer for any conduct for which liability may not be eliminated under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any acts or omissions that occur before the effective date of such amendment.

Article IX
Indemnification

The organization shall indemnify to the fullest extent not prohibited by law any current or former director who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the organization), by reason of the fact that the person is or was a director, officer, employee or agent of the organization or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the organization, or serves or served at the request of the organization as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the board of directors or other document or arrangement.

724701-99

Article X
Mailing Address

The principal office and mailing address of the corporation for receipt of notices is as follows:

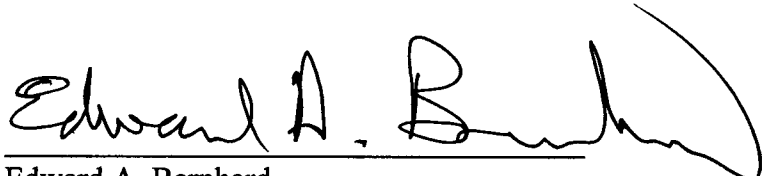
Drive Oregon
10225 SW Riverwood Lane
Tigard, OR 97224-4468
Attn: John Thornton

Article XI
Incorporator

The name and address of the incorporator of the organization are as follows:

Edward A. Bernhard
Davis Wright Tremain LLP
1300 SW Fifth Avenue, Suite 2300
Portland, Oregon 97201-5630

DATED: October 29, 2010.



Edward A. Bernhard