

## Incorporation with the Secretary of State

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Neighborhood associations are required to register as non-profit corporations and renew annually with the Secretary of State, Corporate Division. Incorporation with the Secretary of State ensures that your association is a legal entity in Oregon, which provides an extra level of protection for members in addition to the protection from SE Uplift's Directors and Officers Insurance. Incorporation protects neighborhood association volunteers as long as the processes and procedures, which have been set forth in the association's bylaws are followed. It doesn't always provide complete indemnity, but it limits the opportunity for a legal suit against an association.

When you register as a public benefit corporation with the Secretary of State, you are creating organization Articles of Incorporation, which include the mission and purpose of your association. According to the City's Standards for Neighborhood Associations, each association's Articles of Incorporation must be current and in harmony with its bylaws.

Please note, state non-profit status ensured by these filings does not automatically qualify neighborhood associations as federal 501(c)(3) nonprofits that can receive tax-deductible donations from neighbors and organizations. Separate filing to pursue federal non-profit status would have to be undertaken by the neighborhood association to become a 501(c)(3) organization. Additionally, neighborhood associations can apply for fiscal sponsorship through SE Uplift or another 501(c)(3) to make donations tax-deductible.

Beginning in July of 2009, SE Uplift will be putting a notification system in place to ensure that each neighborhood association is aware of upcoming deadlines for renewal. We have also budgeted to reimburse associations for the associated fees, after documentation of filing is received. For more information, contact Kristen at 503-232-0010 x 319.

For help with registration and renewal, visit <http://www.sos.state.or.us/corporation/renew/help.htm> or contact 503-986-2200.

Nonprofit Corporations must complete a full annual report every year and pay the associated \$50 fee. Approximately forty-five days prior to the anniversary date of your initial registration with the Secretary of State, the Corporation Division will mail an annual report to the business' mailing address. This first-year annual report must be completed and delivered to the Corporation Division by the anniversary date and the information reported must be current within 30 days of the anniversary date. For all subsequent annual reports, the Corporation Division will mail an annual report payment coupon to the business' mailing address approximately forty-five days to the anniversary date. Annual reports must be completed and delivered to the Corporation Division by the anniversary date, and the information reported must be current within 30 days of the anniversary date. You can complete your annual report online to have your business renewed electronically at [http://egov.sos.state.or.us/br/pkg\\_br1\\_web\\_rnewl.login](http://egov.sos.state.or.us/br/pkg_br1_web_rnewl.login) From there, you just enter in

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your registry number and click "renew" and your association will be renewed by the next business day.

If your association has been "administratively dissolved" for failure to file an annual report within the past 5 years, you can request to reinstate as a nonprofit-corporation. When registering as a new organization, the fee is \$50, but when reinstating, an organization has to back pay for the years when they did not file in addition to a fee for reinstatement. To determine whether you can reinstate, type in your neighborhood association name at [http://egov.sos.state.or.us/br/pkg\\_web\\_name\\_srch\\_inq.login](http://egov.sos.state.or.us/br/pkg_web_name_srch_inq.login) Once your association page comes up, you would scroll down and select "click here to generate and print a reinstatement form" or the option to have the document mailed to you. Either way, the 2-page reinstatement form will have to be filled out manually, crossing out any incorrect information and writing in the correct information.

If your neighborhood association has been inactive for more than 5 years, you cannot be reinstated and must register as a new non-profit corporation using the form 112-Articles of Incorporation or by registering online at <https://secure.sos.state.or.us/ABNWeb/>