

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

Certified Copy 438U731W7

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached

Copy of the

Restated

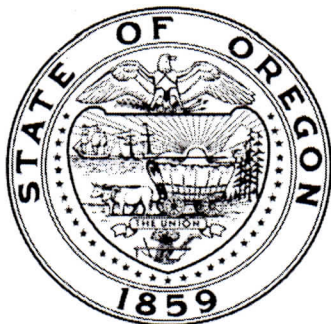
Articles of Incorporation

for

BENTON COMMUNITY FOUNDATION

is a true copy of the original document(s).

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*



A handwritten signature in black ink, appearing to read "Kate Brown", with a long horizontal flourish extending to the right.

KATE BROWN, Secretary of State

6/26/2014

**Restated Articles of Incorporation - Nonprofit**Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200**FILED****JUN 16 2014****OREGON
SECRETARY OF STATE**

For office use only

REGISTRY NUMBER: 052157-10

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

- 1) NAME OF CORPORATION: The Benton County Foundation
- 2) NEW NAME OF THE CORPORATION: (If changed) Benton Community Foundation
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

☒ The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was April 17, 2014. These amendments were duly adopted by the board of directors.

☐ The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was _____.

The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Title:

David GazeleyChairman of the Board

THE BENTON COUNTY FOUNDATION



5215710-15233721

RSTART

FEES

Required Processing Fee \$50

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."


Free copies are available at FilingInOregon.com, using the Business Name Search program.


**Certificate of Restated Articles of Incorporation
of
Benton Community Foundation (an Oregon Nonprofit Corporation)**

The undersigned, the Chairman of the Board of Directors and the Secretary of Benton Community Foundation, (hereinafter referred to as "BCF"), an Oregon nonprofit corporation having no members with voting rights, hereby certify that the attached Restated Articles of Incorporation were approved by the Board of Directors of the BCF at its meeting on April 17, 2014 and approved by written action of the Board of Directors to be effective upon filing with the office of the Oregon Secretary of State. The attached Restated Articles of Incorporation supersede the existing Articles of Incorporation of BCF and change the name of the corporation from The Benton County Foundation to "Benton Community Foundation."

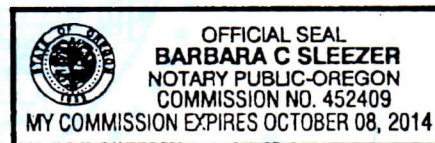
Dated: June 2, 2014

Benton Community Foundation


By: 
Dave Gazeley, Its Chairman

By: 
Gerry Kosanovic, Its Secretary

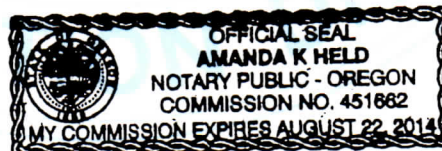
STATE OF OREGON)
) ss:
County of Benton)



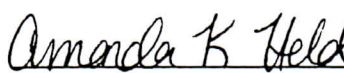
This instrument was acknowledged before me on June 5, 2014, by Dave Gazeley as his voluntary act and deed.


Notary Public of Oregon
My Commission Expires: 10/8/14

STATE OF OREGON)
) ss:
County of Benton)



This instrument was acknowledged before me on June 9, 2014, by Gerry Kosanovic as his voluntary act and deed.


Notary Public of Oregon
My Commission Expires: 8/22/14

**Restated Articles of Incorporation
of
Benton Community Foundation
(an Oregon Nonprofit Corporation)**

Benton Community Foundation, formerly known as The Benton County Foundation, pursuant to Oregon Revised Statute Section 65.451, hereby adopts this Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

**Article I
Name of Corporation and Duration**

The name of this corporation is **Benton Community Foundation** (hereinafter referred to as "BCF") and its duration shall be perpetual.

**Article II
Registered Agent**

The name of the registered agent of the corporation is Scott A. Fewel, Attorney at Law.

**Article III
Registered Agent's Publicly Available Address**

The Registered Agent's publicly available address is:

456 SW MONROE ST RM 101
Corvallis, OR 97330

**Article IV
Address Where the Division May Mail Notices:**

The address for the corporation where the Division may mail notices is:

660 NW HARRISON BLVD
Corvallis, OR 97330

**Article V
Type of Corporation**

The corporation is a Public Benefit Corporation.

**Article VI
Members**

The corporation shall have no members.

Article VII
Public Benefit 501(c)(3) Information

The purpose or purposes for which the corporation is organized are as follows:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII
Powers

The Board of Directors of BCF and any officers appointed thereby have all the power to conduct the affairs of the corporation pursuant to the Oregon Nonprofit Corporation Act, the provisions of these articles and its bylaws.

The Board of Directors have the exclusive authority to select and to transfer and convey to a trustee for management purposes any property or monies received by it, and to receive from any such trustee the income and principal of any funds held by any trustee for the BCF;

The Board shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the sole judgment of the Board (without the approval of any trustee, custodian, or agent), such restriction or condition

becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served.

Article IX Limitation of Liability

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or officer of the corporation shall not be liable to the corporation for any monetary damages for conduct as a director and/or officer. Any amendment to this article or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the corporation for or with respect to any acts or omissions of such director and/or officer occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

1. Any breach of the director's or officer's duty of loyalty to the Corporation or its members;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution;
4. Any transaction from which the director or officer derived an improper personal benefit; or,
5. Any act or omission in violation of the Oregon nonprofit Corporation Act.

Article X Indemnification

The corporation elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 65.387 – 65.414. To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, the Corporation:

1. Shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director of the Corporation; and
2. This Article X shall not be deemed exclusive of any other provisions or insurance for the indemnification of rectors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of members or directors otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation.