

FILED
OCT 12 1995
SECRETARY OF STA1

Restated
Articles of Incorporation
Community Action Organization

ARTICLE I

The name of this corporation is Community Action Organization. Its duration shall be perpetual. This corporation shall not have members.

ARTICLE II

The general purposes of Community Action Organization are to increase the availability of those community services and resources needed to promote the well-being and self-sufficiency of economically disadvantaged residents of Washington County, Oregon, while they are striving to break the cycle of poverty. In addition, the corporation may engage in any lawful activity for which corporations may be organized under the Oregon Nonprofit Corporation Act except as limited for a charitable organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal tax laws.

ARTICLE III

Community Action Organization is a public benefit corporation which shall be governed by a Board of Directors with approximately equal representation from the public, private and low-income sectors of the Washington County community.

ARTICLE IV

The corporation is qualified as a tax-exempt charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these articles apparently to the contrary, the affairs of the corporation shall be conducted exclusively in such a manner as to qualify for tax exemption under that section, or the corresponding provision of any future federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation may pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except that if an election is made under Section 501(h) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax laws, the corporation may make such expenditures for the purpose of influencing legislation as are permitted under that section. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE V

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such

“Organizations” organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax laws, as the Board of Directors shall determine.

Within the above limits, upon dissolution of the corporation, (a) the assets of the corporation shall be distributed in accordance with a plan of distribution adopted by the Board of Directors, (b) all liabilities and obligations of the corporation shall first be paid, satisfied, or discharged, or adequate provision shall be made therefore; and (c) assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or final liquidation, shall be returned, transferred or conveyed in accordance with such requirements.