

RESTATED ARTICLES OF INCORPORATION
OF
WILLAMETTE VALLEY DEVELOPMENT OFFICERS, INC.

These Restated Articles of Incorporation of Willamette Valley Development Officers, Inc. supersede the heretofore existing Articles of Incorporation of Willamette Valley Development Officers Inc. and any and all amendments thereto.

ARTICLE I

Name and Classification

1.1 The name of the corporation is Willamette Valley Development Officers, Inc.

1.2 The corporation is a public benefit corporation.

ARTICLE II

Purposes and Powers

2. The Corporation is organized and shall be operated to develop, educate and promote fundraising excellence, improve non-profits and the communities they serve in the State of Oregon. Subject to the foregoing, the corporation may engage in any lawful activity for which corporations may be organized and operated under the Oregon Nonprofit Corporation Act and any amendments or replacements thereof.

2.2 The corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and any amendments or replacements thereof (the "Code").

ARTICLE III

Restrictions

- 3.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, its officers or other private persons, except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes.
- 3.2 No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permissible under Section 501(h) of the Code. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- 3.3 The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

No Members

The corporation shall have no members.

ARTICLE V

Board of Directors

The affairs of the corporation shall be managed by a Board of Directors as provided in the Bylaws of the corporation.

ARTICLE VI

Dissolution

Upon dissolution or final liquidation, after payment or provision for payment of all liabilities and obligations of the corporation, the remaining assets of the corporation shall be distributed to such other exempt organization or organizations described in Section 501(c)(3) of the Code as the Board of Directors shall determine.

ARTICLE VII

Limitation of Liability

To the fullest extent authorized by law, the personal liability of each director of the corporation and each uncompensated officer of the corporation to the corporation for monetary damages for conduct as a director or officer shall be eliminated.

ARTICLE VIII

Indemnification

To the fullest extent authorized by law, the Board of Directors of the corporation, acting on behalf of the corporation, may indemnify or advance costs of defense, or commit the corporation to indemnify or advance costs of defense in the future, to 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, officer, employee or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, officer, partner, trustee, agent or employee, or fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. In exercising the authority granted by this Article, the Board of Directors may choose, on the corporation's behalf, to utilize the procedures provided in the Oregon Nonprofit Corporation Act, prescribe other approval processes or eliminate any procedures for specific findings or further approval in the individual matter. This Article shall not be deemed exclusive of any other provision for indemnification of directors, officers, fiduciaries, employees or agents that may be included in any statute, bylaw, resolution of the Board of Directors, agreement or otherwise, either as to action in any official capacity or action in another capacity while holding office.