

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
FRIENDS OF YAMHILL COUNTY

RESTATED AS OF 12-31-96

ARTICLE 1
NAME

The name of the corporation is Friends of Yamhill County (FYC).

ARTICLE 2
TYPE OF CORPORATION

The corporation is a public benefit corporation.

ARTICLE 3
PURPOSE

The specific and primary purpose of this corporation is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the Code). Subject to the provisions of this Article, and to the restrictions set forth in these Articles of Incorporation, the purpose of FYC is to engage in any lawful activity for which corporations may be organized and operated under Section 65.001 of the Oregon Revised Statutes, et seq., Nonprofit Corporations, or any successor statutes, as they may be amended (the Oregon Nonprofit Corporation Act).

ARTICLE 4
MEMBERSHIP

FYC shall have members, whose classifications, qualifications, rights and obligations shall be set forth in the Bylaws of FYC.

ARTICLE 5
DISTRIBUTION OF ASSETS ON DISSOLUTION

The property of this corporation is irrevocably dedicated to social welfare purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or to the

benefit of any private person. Upon the dissolution of the corporation, assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for one or more exempt charitable or public purposes within the meaning of Sections 501(c)(3) or 501(c)(4) of the 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 distributed shall be disposed of by the court of appropriate 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 that court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6 NO LIABILITY

The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be limited or eliminated to the full extent permitted by law. No future amendment to the Oregon Nonprofit Corporation Act that further limits the conduct for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any act or omission which occurs prior to the effective date of the amendment. The provisions of this Article are intended to be in addition to and not in limitation of any other provisions of the Articles, the Bylaws, and agreement of FYC, or any law, that limits or eliminates the liability of directors, officers, and others acting on behalf of FYC.

ARTICLE 7 INDEMNIFICATION

FYC may indemnify any person who is or was a director or officer (as those terms are defined in the Oregon Nonprofit Corporation Act), or an employee or agent, who is made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that the person is or was a director, officer, employee or agent of FYC, to the fullest extent permitted by law, these Articles, the Bylaws of FYC, any agreement, or any specific or general action by FYC's Board of Directors or by vote of the membership.

ARTICLE 10 AMENDMENTS

Except as set forth in this Article, these Articles of Incorporation may be amended or restated only upon approval by the Board of Directors; and after recommendation by the Board, by the members, by at least two-thirds of the votes cast by the members on the issue or by a majority of the members, whichever is less. Approval by the Board of Directors alone, however, shall be sufficient to amend the Articles of Incorporation with respect to the matters for which Board approval alone is explicitly authorized by statute.