

Nonprofit Restated Articles of Incorporation of League of Women Voters of the Umpqua Valley

The following Restated Articles of Incorporation supersede the existing Articles of Incorporation and all amendments thereto.

Article I. NAME AND DURATION

The name of the corporation is League of Women Voters of the Umpqua Valley. Its duration is perpetual.

Article II. TYPE OF CORPORATION

This corporation is a public benefit nonprofit corporation.

Article III. REGISTERED AGENT AND ADDRESS OF REGISTERED AGENT

The Registered Agent of the corporation is Robin Wisdom. The address and location of the Registered Agent is 1330 12th Street SE STE 200, Salem, OR 97302. This is the address for the service of legal process and papers.

Article IV. MAILING ADDRESS

The mailing address of the Registered Agent is 1330 12th Street SE STE 200, Salem, OR 97302. This is the address to which official notices should be mailed.

Article V. VOTING MEMBERS

League of Women Voters of the Umpqua Valley has voting members as defined in Chapter 65 of the Oregon Revised Statutes.

Article VI. PURPOSE AND POWERS

This corporation is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue law).

The corporation will have all the following powers:

- A. To conduct its business, carry on its operations, and have offices and exercise all of the powers granted by Oregon law.
- B. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

Article VII. RESTRICTION ON ACTIVITIES

Notwithstanding any 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 §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VIII. NO PRIVATE BENEFIT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 these Articles of Incorporation.

Article IX. LIMITS ON INFLUENCING OF LEGISLATION AND POLITICAL ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, no substantial part of the activities of the corporation shall include 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.

Article X. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding section of any future 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 the Circuit Court 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 XI. INDEMNIFICATION

The corporation will indemnify its directors and officers to the fullest extent allowed by current or future Oregon law or federal law, provided, that in the event of a settlement, the Board of Directors must approve the settlement in advance.

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 eliminated to the fullest extent permitted by current or future Oregon law or federal law.

Article XII. AMENDMENTS TO THE ARTICLES OF INCORPORATION

The requirements for amending the Articles of Incorporation shall be those stated in the bylaws.

EXECUTION:

I, the undersigned officer of the corporation, hereby certify under penalty of perjury that I have examined these Articles of Incorporation and that they are full and

complete Articles of Incorporation of League of Women Voters of the Umpqua Valley.

Signature

Date

Name and Title (print)