

Restated Articles of Incorporation of Salem Classical Fencing

Pursuant to Chapter 65 of the Oregon Revised Statutes, or the corresponding section of any future state statute, the undersigned incorporator adopts the following articles of incorporation:

Article I Name of Corporation

The name of the corporation is **Salem Classical Fencing**.

Article II Registered Office and Agent

The address of the registered office of the corporation is 1590 Trade Street SE, Salem, Oregon 97301, and the name of the registered agent of the corporation at such address is Michael Heggen.

Article III Address for Mailing Notices

The mailing address of the corporation where the Corporation Division may mail notices is 354 Belmont Street NE, Salem OR 97301.

Article IV Purposes

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

Article V Distribution of Net Earnings

No part of the net earnings of the corporation shall inure to the benefits of, or be distributable to its directors, officers, or other private citizens, 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 of this corporation.

Article VI Restrictions on Activities

Section 1. General Activities. 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 §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 §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Political and Lobbying Activities. 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.

Article VII Liability of Directors and Officers

The personal liability of each member of the Board of Directors and each uncompensated officer, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future law.

Article VIII Type of Corporation

The corporation is a Public Benefit Corporation.

Article IX Nonmembership

The corporation shall have no members.

Article X Board of Directors

The Board of Directors shall manage the affairs of the corporation. The number of Directors may vary between a minimum of three and a maximum of fifteen.

Article XI Distribution of Assets on Dissolution

Upon the dissolution of the corporation, assets shall be distributed 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 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 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.