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CERTIFICATE ACCOMPANYING
SECOND RESTATED ARTICLES OF INCORPORATION
OF
CATHOLIC COMMUNITY SERVICES FOUNDATION

OREGON
 SECRETARY OF STATE

REGISTRY No.

061029-17

Pursuant to ORS 65.451, the undersigned Corporation submits for filing this certificate, together with the Corporation's Restated Articles of Incorporation. The undersigned Corporation hereby certifies that:

1. The name of the Corporation is **CATHOLIC COMMUNITY SERVICES FOUNDATION, INC.**
2. The new name of the Corporation is **CATHOLIC COMMUNITY SERVICES FOUNDATION.**
3. A copy of the Restated Articles of Incorporation is attached hereto.
4. The Restated Articles of Incorporation contain amendments which do not require membership approval. The date of the adoption of the amendments and Restated Articles was September 8, 2015. These amendments were duly adopted by the Board of Directors.
5. The Restated Articles shall be effective at 12:00 a.m./p.m. on October 6, 2015.

CATHOLIC COMMUNITY SERVICES FOUNDATION

BY: David Hafner
 David Hafner, President

PERSON TO CONTACT ABOUT THIS FILING:

James C. Griggs
 (503) 399-1070

CERTIFICATE ACCOMPANYING SECOND RESTATED ARTICLES

(CATHOLIC COMMUNITY SERVICES FOUNDATION)

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SECOND RESTATED ARTICLES OF INCORPORATION
OF
CATHOLIC COMMUNITY SERVICES FOUNDATION

REGISTRY No.

061029-17

The undersigned Corporation, acting pursuant to ORS 65.451, hereby adopts the following Restated Articles of Incorporation:

1. Name

The name of the Corporation is ***Catholic Community Services Foundation*** and its duration shall be perpetual.

2. Public Benefit

This Corporation is a Public Benefit Corporation.

3. Purposes

3.1 The purpose for which this Corporation is organized is to engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to the Oregon Nonprofit Corporation Act.

3.2 The Corporation is organized and at all times, shall be operated exclusively as a charitable "supporting organization" within the meaning of Section 501(c)(3) and Section 509(a)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The purpose of the Corporation is limited solely and exclusively to supporting the activities of Catholic Community Services of the Mid-Willamette Valley and Central Coast, Inc., an Oregon nonprofit organization. Such supporting activities shall include, but will not be limited to, owning and managing real property, supporting program activities and ensuring funds are available to support the work of Catholic Community Services of the Mid-Willamette Valley and Central Coast, Inc.

4. Registered Office and Agent

The address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follow:

NAME**ADDRESS**

James Seymour

3737 Portland Road NE
Salem, OR 97303**5. Notice**

The name and address of the person to whom the Corporation Division may mail notices until the principal office of the Corporation has been designated in an annual report is as follows:

NAME**ADDRESS**

James Seymour

3737 Portland Road NE
Salem, OR 97303**6. Location of Principal Office**

The principal office of the Corporation is located in Marion County, Oregon, and the address of such principal office is: 3737 Portland Road NE, Salem, OR 97301.

7. Members

This Corporation shall have no members (as that term is defined in the Oregon Nonprofit Corporation Act).

8. Distributions upon Dissolution

Upon the dissolution of the Corporation, and after paying or making provision for the payment of all the liabilities of this Corporation, the assets shall be distributed to Catholic Community Services of the Mid-Willamette Valley and Central Coast, Inc., an Oregon nonprofit corporation. In the event that Catholic Community Services of the Mid-Willamette Valley and Central Coast, Inc. is dissolved or is no longer exempt within the meaning of Internal Revenue Code Section 501(c)(3), then the assets shall be distributed to one of the following organizations exempt under Internal Revenue Code Section 501(c)(3): the Archdiocese of Portland in Oregon, Catholic Charities, a Catholic Church or other institutions of the Archdiocese or Portland in Oregon, as selected by the Board of Directors.

9. Board of Directors

The affairs and business of this Corporation shall be conducted by a Board of Directors, the number of which shall be fixed by the Bylaws, but shall not be less than six (6) persons.

10. Amendments

These Articles may be amended in the manner authorized by the Oregon Nonprofit Corporation Act.

061029-17

11. Exemption from Liability

This Corporation shall have no capital stock, and to the full extent that the Oregon Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors and uncompensated officers, a director or uncompensated officer shall not be liable to the Corporation or its members, if any, for monetary damages for conduct as a director or officer. Any amendment to, or repeal of, this Article shall not adversely affect any right or protection of any director or officer of the Corporation for, or with respect to, any acts or omissions of such director or officer occurring prior to such amendment or repeal.

12. Restrictions


12.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 Article 3.

12.2 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 any candidate for public office.

Notwithstanding any other provisions 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

I, the undersigned incorporator, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and completed.

DATED: September 30, 2015



David Hafner, President

PERSON TO CONTACT ABOUT THIS FILING:

James C. Griggs
(503) 399-1070