



Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 -- sos.oregon.gov/business - Phone: (503) 986-2200

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OREGON SECRETARY OF STATE



5147590-21021746

HOPE ANIMAL-ASSISTED CRISIS...

RSTART

REGISTRY NUMBER: 051475-90

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website. Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

For office use only

1) NAME OF CORPORATION: HOPE Animal-Assisted Crisis Response

2) NEW NAME OF THE CORPORATION: (If changed)

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

[X] The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was April 1, 2020. These amendments were duly adopted by the board of directors.

[] The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was

The vote of the members was as follows:

Table with 5 columns: Class(es) entitled to vote, Number of members entitled to vote, Number of votes entitled to be cast, Number of votes cast FOR, Number of votes cast AGAINST

5) EXECUTION: (Must be signed by at least one officer or director.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature:

Printed Name:

Title:

Jeanne Jackson (handwritten signature)

Jeanne Jackson

Secretary

CONTACT NAME: (To resolve questions with this filing.)

Shouka Rezvani

PHONE NUMBER: (Include area code.)

503-802-2047

FEES

Required Processing Fee \$50

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at sos.oregon.gov/business, using the Business Name Search program.

**RESTATED NONPROFIT ARTICLES OF INCORPORATION
OF
HOPE ANIMAL-ASSISTED CRISIS RESPONSE**

Pursuant to the Oregon Nonprofit Corporation Act (the Act), the Board of Directors adopts the following Restated Articles of Incorporation, which shall supersede the previous articles of incorporation and all amendments thereto:

**ARTICLE 1
NAME**

The name of the corporation is HOPE Animal-Assisted Crisis Response (the Corporation), and its duration shall be perpetual.

**ARTICLE 2
PURPOSES AND POWERS**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). References to Sections of the Code shall be construed to include corresponding Sections of any future federal tax code.

The Corporation's mission is to provide comfort and encouragement through animal-assisted support to individuals affected by crises and disasters. This mission shall primarily be carried out through certified human/canine teams and team leaders who have been trained to provide comfort and encouragement to people affected by crises and disasters. The Corporation will not discriminate against individuals by reason of race, ethnicity, age, gender or gender expression, religion, cultural differences, sexual identity or preference, or any classification protected by law. The Corporation also will not discriminate against any particular breed of domesticated canine.

In furtherance of the foregoing purposes, and subject to the restrictions set forth in

Article 3 below, the Corporation shall have and may exercise all the rights and powers of nonprofit corporations organized under the Act.

ARTICLE 3 RESTRICTIONS

The Corporation is intended to qualify as a tax-exempt organization described in Section 501(c)(3) of the Code, which is not a private foundation as described in Section 509 of the Code. Notwithstanding any other provision of these articles, the Corporation shall not engage in any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Without limiting the generality of the foregoing, 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 Article 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.

All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE 4 MEMBERS

The Corporation is a public benefit corporation. It has Members, as defined in the Bylaws of the Corporation, each of whom has one vote. The Members shall vote only on the

following issues: (i) the election of Directors Representing a Region; and (ii) any amendment to these Articles or Bylaws that changes the voting rights of the Members to elect such Directors Representing a Region.

ARTICLE 5 DIRECTORS

The governing body of the Corporation shall be a Board of Directors. The Board of Directors shall be constituted and have such powers as are provided in the Corporation's Bylaws and the Act.

ARTICLE 6 DISSOLUTION

Upon the dissolution or final liquidation of the Corporation, and after the payment or provision for payment of all of the liabilities of the Corporation, all of the remaining assets shall be distributed to one or more tax exempt organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, selected by the Board of Directors. Any assets not disposed of by the Board of Directors shall be disposed of by the court that has general jurisdiction for the county in which the principal office of the Corporation is then located, exclusively to one or more organizations as said court shall determine, which are at such time exempt organizations under Section 501(c)(3) of the Code.

ARTICLE 7 LIMITATION OF LIABILITY

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no director or officer of the Corporation shall be liable to the Corporation for monetary damages for conduct as a director or officer occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right or protection of a 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. No change in the Act shall reduce or eliminate the rights and protection set forth in this Article unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- A. Any breach of the director's or officer's duty of loyalty to the Corporation;
- B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. Any unlawful distribution;
- D. Any transaction from which the director or officer derived an improper personal benefit; and
- E. Any act or omission in violation of Sections 65.361 to 65.367 of the Act.

ARTICLE 8 INDEMNIFICATION

To the fullest extent permitted by the Act, as it exists on the date hereof or is hereafter amended, the Corporation:

- A. Shall indemnify any person who was, is, or is 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 (i) he or she is or was a director or an officer of the Corporation, or (ii) served at the Corporation's request as a director or officer of another nonprofit corporation or enterprise, or (iii) served at the Corporation's request as 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 (iv) serves or served at the request of the Corporation as a director, officer,

employee, or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

B. Shall pay for or reimburse the reasonable expenses incurred by a director or an officer in any matter described above in Article 8(A) in advance of final disposition of the proceeding. The indemnification and advancement of expenses provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors, or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

The indemnification and advancement of expenses provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

ARTICLE 9 REGISTERED AGENT

The name of the initial registered agent is TT Administrative Services LLC. The address of the initial registered office, which is identical to the registered agent's business office, is TT Administrative Services LLC, Attention: Shouka Rezvani, 1600 Pioneer Tower, 888 SW 5th Avenue, Portland, Oregon, 97204-2099.

ARTICLE 10
NOTICES

The mailing address and principal office address of the Corporation, to which the Secretary of State may mail notices, is 1292 High Street, Suite 182, Eugene, Oregon 97401.

Adopted April 1, 2020

Karen Hathaway

President