



Phone: (503) 986-2200
 Fax: (503) 378-4381

Restated Articles of Incorporation—Business/Professional/Nonprofit

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327
 FilingInOregon.com

Check the appropriate box below:

- BUSINESS/PROFESSIONAL CORPORATION
 (Complete only 1, 2, 3, 4, 6, 7)
 NONPROFIT CORPORATION
 (Complete only 1, 2, 3, 5, 6, 7)

REGISTRY NUMBER: 072270-93

In keeping with Oregon Statute 192.410-192.595, the information on the application is public record.
 We must release this information to all parties upon request and it may be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT Oregon Network For Compassionate Communication
 2) NEW NAME OF THE CORPORATION (If changed) Oregon Network For Compassionate Communication
 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____
 These amendments were duly adopted by the board of directors.

The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was _____
 The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was Jan. 4, 2004. 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:

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

6) EXECUTION

Signature

Printed Name

Title

Michael Dreiling

Michael Dreiling

President

7) CONTACT NAME (To resolve questions with this filing)

DAYTIME PHONE NUMBER (Include area code.)

DAVID ATKIN

541-342-6336

FEEES

Required Processing Fee \$20

Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

**MINUTES OF THE MEETING OF THE
BOARD OF DIRECTORS OF
OREGON NETWORK FOR COMPASSIONATE
COMMUNICATION**

The Board of Directors met on 4th day of Jan, 2004.

The meeting was held at Eugene.

The meeting was called by the Board of Directors.

The notice for the meeting was given more than two days in advance by phone or in person or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were:

Robert Hall, Michael Dreiling, Sophia Douglas, Lisa-Marie
Divincent, Karen Campbell, Dorothy Ann Cole, Tiffany Meyer

Quorum was present because there currently are 8 directors on the Board and 7 of them are present at this meeting.

1. Restated Articles of Incorporation: The Board discussed the inadequacy of the existing Articles of Incorporation for gaining federal tax exempt or deductible status, and the necessity of restating the Articles accordingly. The following motion was made, seconded, and passed:

RESOLVED to adopt the Restated Articles as presented. They shall be filed with the Oregon State Corporation Division. The secretary is instructed to file a certified, stamped copy of the Amended Articles of Incorporation in the corporate minutes book.

Adjournment: There being no further business, the meeting was adjourned.

Signature of President (Secretary was absent)
Secretary Michael Dreiling Date: 1-4-04

Print Name: Michael Dreiling

RESTATED
ARTICLES OF INCORPORATION
OF
OREGON NETWORK FOR
COMPASSIONATE COMMUNICATION

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 Oregon Network For Compassionate Communication and its duration is perpetual.

ARTICLE II
TYPE OF CORPORATION

This corporation is a public benefit corporation.

ARTICLE III
REGISTERED AGENT AND ADDRESS OF REGISTERED AGENT

The new Registered Agent of the corporation is David Atkin. The new Registered Agent, David Atkin, has consented to this appointment. The address and location of

the Registered Agent is 590 W. 13th Avenue, Eugene, OR 97401. This is the address for the service of legal process and papers.

ARTICLE IV MAILING ADDRESS

The mailing address of the Registered Agent is P.O. Box 10008, Eugene, Oregon 97440. This is the address to which official notices should be mailed.

ARTICLE V VOTING MEMBERS

Oregon Network For Compassionate Communication does have voting members as defined in Chapter 65 of the Oregon Revised Statutes. Voting members will be selected as stated in the bylaws.

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 the 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 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 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 distributed 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 NO INFLUENCING OF LEGISLATION OR POLITICAL CAMPAIGNS

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 for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or 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 Oregon 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 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 Restated Articles of Incorporation and that they are the full and complete Restated Articles of Incorporation of Oregon Network For Compassionate Communication.

 _____ 1-4-94 _____
Signature Date

Michael Dreiling, President _____
Name and Title (print)