

# RESTATED ARTICLES OF INCORPORATION

## OF

### CENTRAL CITY CONCERN

Pursuant to ORS 65.451 and ORS 65.437, the Board of Directors hereby amends and restates the Articles of Incorporation of Central City Concern.

#### ARTICLE I

The name of the corporation is Central City Concern and its duration shall be perpetual. This corporation is a public benefit corporation.

#### ARTICLE II

1. The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the "Code"). In furtherance of such purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Oregon upon nonprofit corporations, including: to attract, administer, coordinate, implement and provide money and services to alleviate human suffering and distress, either directly or by contract, in the Portland, Oregon, metropolitan area, by any method or means permitted under section 501(c)(3) if the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), and the doing of all acts incidental thereto and/or in connection therewith.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under section 170 (c)(2) of the Code.

2. The purpose of Central City Concern is to serve low and moderate income people's need for community development and community self-help.

3. The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to such extent as would result in the loss of exemption under section 501(c)(3) of the Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

4. No part of the net earnings, income or assets of this corporation shall inure to the benefit of any person having a personal and private interest in the activities of the corporation, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article.

### ARTICLE III

The corporation shall have all powers necessary to affect the objects and purposes set forth in Article II above, including, but not limited to, the following specific powers:

1. All the corporate powers specifically enumerated in Section 65.077 of Oregon Nonprofit Corporation Act (the "Act"); and
2. The power to receive grants, loans, funds, contributions, and any other form of assistance, from public or private agencies, institutions, foundations, organizations, and individuals, and to disburse those grant, loans, funds, contributions and other forms of assistance to achieve the objects and purposes of this corporation.

### ARTICLE IV

The Corporation shall have no members. All governing powers of the Corporation shall be exercised by or under the authority of the Board of Directors and its committees. The Board of Directors shall consist of no less than nine (9) and no more than fifteen (15) directors selected by the existing members of the Board of Directors.

### ARTICLE V

In the event of any liquidation, dissolution or winding up of the corporation or upon any distribution of its assets after the payment of all obligations of the corporation, the balance of said assets shall be paid to an organization or organizations qualifying as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code). Any assets not so disposed of shall be disposed of, subject to the restrictions stated above, by a court of competent jurisdiction.

### ARTICLE VI

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that his Article shall not eliminate the liability of a director or officer for any act of omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any act or omission which occurs prior to the effective date of the amendment.

### ARTICLE VII

The corporation may indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit or proceeding,

whether civil, criminal, administrative, investigative or other (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, or another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive or any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the Board of Directors or other document or arrangement.

These Restated Articles of Incorporation supersede the Articles of Incorporation currently on file with the Secretary of State and all amendments and supplements thereto.

DATED: June 21, 2006

CENTRAL CITY CONCERN

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Chairman of the Board of Directors