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

FILED: SEP 3, 2025
OREGON SECRETARY OF STATE

80059497-28151495

REGISTRY NUMBER: 80059497

EUGENE FENCERS CLUB **RSTART**

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is pu... We must release this information to all parties upon request and it will 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:** Eugene Fencers Club

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

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

4) **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 08/28/2025. 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

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:
/s/ Jordon Huppert	Jordon Huppert	Vice President

CONTACT NAME: (To resolve questions with this filing.)
Center for Nonprofit Law

PHONE NUMBER: (Include area code.)
(541)342-6336

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.

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NONPROFIT
RESTATED
ARTICLES OF INCORPORATION
OF
EUGENE FENCERS CLUB

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 Eugene Fencers Club. Its duration is perpetual.

ARTICLE II
TYPE OF CORPORATION

This corporation is a public benefit nonprofit corporation.

ARTICLE III
REGISTERED AGENT AND ADDRESS OF REGISTERED AGENT

The new Registered Agent of the corporation is Mindy Parks. The address and location of the Registered Agent is 3841 Century Drive, Eugene, Oregon 97402. This is the address for the service of legal process and papers.

ARTICLE IV
MAILING ADDRESS

The mailing address of the Registered Agent is Mindy Parks, Box 1254, Eugene, Oregon 97401. This is the address to which official notices should be mailed.

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ARTICLE V
VOTING MEMBERS

The corporation does not have voting members as defined in Chapter 65 of the Oregon Revised Statutes.

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 of 1986, 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.

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ARTICLE VIII
NO PRIVATE BENEFIT

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 these Articles of Incorporation.

ARTICLE IX
LIMITS ON INFLUENCING OF LEGISLATION AND POLITICAL ACTIVITIES

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 by the Board of Directors 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

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INDEMNIFICATION

The corporation will indemnify its directors and officers to the fullest extent allowed by current or future Oregon law or federal 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 Oregon law or federal 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 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.

/s/Jordon Huppert 08/28/2025

Signature Date

Jordon Huppert, Vice-President of the Board

Name and Title (print)

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