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

JAN 05 2018

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 629588-80

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.

For office use only

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

1) **NAME OF CORPORATION:** FIRST STORY

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 NOVEMBER 6, 2017. 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	umber 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: Myles Conway Title: Secretary

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

Heather J. Hansen, Bryant Lovlien & Jarvis

PHONE NUMBER: (Include area code.)

541-382-4331

FEES

Required Processing Fee $50

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

at sos.oregon.gov/business, using the Business Name Search program.

FIRST STORY

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FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FIRST STORY

ARTICLE 1
Name

The name of the corporation is First Story (the "**Corporation**").

ARTICLE 2
Type

The Corporation is a public benefit corporation.

ARTICLE 3
No Members

The Corporation will not have members.

ARTICLE 4
Purposes and Powers

4.1 **General Purpose.** The Corporation is organized exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. The Corporation must be operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

4.2 **Primary Purpose.** The primary purpose of the Corporation is to provide financial support and quality affordable housing at a reduced cost to low-income individuals and families.

4.3 **Net Earnings.** No part of the Corporation's net earnings may inure to the benefit of any private shareholder or individual.

4.4 **Influencing Legislation.** No substantial part of the Corporation's activities may consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code).

4.5 **Political Campaigns.** The Corporation may not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

4.6 **General Restrictions.** Notwithstanding any provision in these Amended and Restated Articles of Incorporation to the contrary, no part of the Corporation's assets may be used in any manner, and the Corporation may not participate in any activity, that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5
Liability of Directors and Uncompensated Officers

The personal liability of a director or uncompensated officer to the Corporation for monetary damages for conduct as a director or officer is eliminated to the fullest extent permitted by law.

ARTICLE 6
Indemnification

6.1 **Indemnification.** The Corporation will indemnify an individual against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director or officer to the fullest extent permitted by law.

6.2 **Advance for Expenses.** The Corporation will pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law.

6.3 **No Elimination or Impairment.** The Corporation may not amend these Amended and Restated Articles of Incorporation or the Corporation's bylaws so as to eliminate or impair a director's or officer's right to indemnification after an act or omission occurs that subjects the director or officer to a proceeding or to liability for which the director or officer seeks indemnification under the terms of these Amended and Restated Articles of Incorporation or the Corporation's bylaws. The Corporation may not amend or rescind these Amended and Restated Articles of Incorporation, the Corporation's bylaws, or a resolution that authorizes a payment of expenses so as to eliminate or impair a director's or officer's right to payments after an act or omission occurs that subjects the director or officer to a proceeding for which the director or officer seeks payment.

ARTICLE 7
Distribution of Assets on Dissolution

Upon dissolution, the Corporation must distribute its assets to an organization organized for a public or charitable purpose, a religious corporation, the United States, a State, or an organization which is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 8
Registered Office and Registered Agent

The street address of the Corporation's current registered office and the name of its registered agent at that location is: Claire Duncan, 963 SW Simpson Ave Ste 110, Bend, Oregon 97702.

ARTICLE 9
Mailing Address for Notices

The mailing address to which notices may be mailed is 963 SW Simpson Ave Ste 110, Bend, Oregon 97702.

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ARTICLE 10
Effective Date

These First Amended and Restated Articles of Incorporation will become effective upon filing with the Oregon Secretary of State's office.

ARTICLE 11
Certificate

The board of directors adopted these First Amended and Restated Articles of Incorporation. The date of adoption of these First Amended and Restated Articles of Incorporation was November 6, 2017.

Dated: 12/19, 2017

Secretary:

Myles Conway

Person to contact about this filing is Heather J. Hansen, Bryant, Lovlien and Jarvis, P.C.
Telephone number: (541) 382-4331.