

JAN 13 1995

Secretary of State

**RESTATED ARTICLES OF INCORPORATION
OF
COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION**

These Restated Articles of Incorporation of COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION, an Oregon nonprofit corporation (the "corporation"), supersede the existing Articles of Incorporation and all previous amendments.

ARTICLE 1. Name and Duration

The name of the corporation is COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION and its duration shall be perpetual.

ARTICLE 2. Purposes and Powers

The corporation is a public benefit corporation within the meaning of the Oregon Non profit Corporation Act, as amended (the "Act"). The purposes for which the corporation is organized are:

A. To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, and parks;

B. To provide practice volleyball sessions, classroom lectures, seminars and panel discussions to which selected trainees may be schooled in competitive coaching, playing, officiating, and scouting techniques;

C. To foster and conduct area, regional, state, and national amateur volleyball competitions;

D. To act as the official representative of the United States Volleyball Association within the area designated as the COLUMBIA EMPIRE REGION;

E. To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the caliber of candidates representing the United States in Olympic, Pan American, and World Games competitions;

F. To foster and conduct amateur volleyball programs between the United States and foreign nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own.

ARTICLE 3. Members

The corporation shall have no members.

ARTICLE 4. Directors

A. The directors shall be elected as provided in the bylaws of the corporation.

B. No director or uncompensated officer of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director or officer; provided that this provision shall not eliminate the liability of a director or officer for any act or 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 officer for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE 5. Charitable Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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. No substantial part of the activities of the corporation shall be the carrying on of any 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. 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 Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE 6. Adoption of Bylaws

The internal affairs of the corporation shall be regulated according to the corporate bylaws.

ARTICLE 7. Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate 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 8. Amendment

These Articles of Incorporation may from time to time be amended as provided in the Act, provided no amendment shall alter the purposes of the corporation in a manner that will disqualify the corporation as an organization organized and operated exclusively for that purposes set forth herein.

IN WITNESS WHEREOF, the corporation has caused these Restated Articles of Incorporation to be signed by its President and Secretary, this 15 day of December, 1994.

COLUMBIA EMPIRE REGION VOLLEYBALL
ASSOCIATION,
an Oregon nonprofit corporation

By Grinda Marshall
President

By Rita Quinn
Secretary

**CERTIFICATE ACCOMPANYING RESTATED
ARTICLES OF INCORPORATION
OF
COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION**

COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION, an Oregon nonprofit corporation (the "corporation") with members, furnishes this Statement in connection with the filing of Restated Articles of Incorporation, dated December 15, 1994:

1. The name of the corporation is COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION.

1/17 2. The Restated Articles of Incorporation were adopted on _____, 1994, at a meeting of directors.

IN WITNESS WHEREOF, the said corporation has caused this Statement to be signed by its President, and , its Secretary, this 15th day of December, 1994.

COLUMBIA EMPIRE REGION VOLLEYBALL
ASSOCIATION,
an Oregon nonprofit corporation

By *Judith Marshall*
President

By *Blk a Buni*
Secretary

COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION
UNANIMOUS WRITTEN CONSENT ACTION BY DIRECTORS

Pursuant to ORS §65.341, the undersigned, who are all the directors of Columbia Empire Region Volleyball Association, an Oregon public benefit corporation ("CEVA"), adopt the following resolution and consent to the actions specified therein.

WHEREAS, Article 3 of CEVA's Restated Articles of Incorporation ("Articles") as filed by the Oregon Secretary of State on January 13, 1995, provides that CEVA "shall have no members."

WHEREAS, CEVA has always had members and CEVA's Bylaws (as amended) provide that CEVA has members.

WHEREAS, upon due review and consideration by CEVA's Board of Directors, it has been determined that Article 3 of the Articles as previously filed is erroneous and should be corrected as follows to be consistent with the fact that CEVA has members:

"The corporation will have members. The criteria and procedures for admission to membership and the rights and obligations of members will be as set forth in the corporation's bylaws."

WHEREAS, CEVA's Board of Directors desires to correct the erroneous and inconsistent language set out in Article 3 of the Articles.

NOW THEREFORE, BE IT RESOLVED, that CEVA's Secretary is authorized to file Articles of Correction with the Oregon Secretary of State pursuant to ORS §65.014 in substantially the form attached hereto as Exhibit A to correct the inadvertent error and correct Article 3 to read as follows:

“The corporation will have members. The criteria and procedures for admission to membership and the rights and obligations of members will be as set forth in the corporation’s bylaws.”

This resolution and consent may be executed in two or more counterparts, any of which may be delivered by facsimile or electronic transmission, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

The execution of this resolution and consent shall constitute a written waiver of any notice required by Oregon law, the Articles, as amended, or CEVA’s Bylaws.

[Signatures appear on the following page]

ARTICLES OF CORRECTION

Pursuant to ORS §65.014 of the Oregon Business Corporation Act, the undersigned corporation hereby submits Articles of Correction for the purpose of correcting a document filed in the Corporations Division of the Office of the Secretary of State.

1. The name of the corporation is **Columbia Empire Region Volleyball Association**
2. The document to be corrected is **Restated Articles of Incorporation.**
3. The document was filed on **January 13, 1995.**
4. The document was incorrect in the following manner:

Article 3 is incorrect. Article 3 incorrectly states that the corporation "shall have no members." Article 3 as filed does not correctly reflect the corporation's status, inasmuch as the corporation was intended to be a corporation with members. The Certificate Accompanying Restated Articles of Incorporation of the corporation that was signed on December 15, 1994 and filed with the Restated Articles of Incorporation correctly reflects that the corporation is an Oregon nonprofit corporation "with members."

5. Article 3 should be deleted in its entirety and replaced with the following to correct the incorrect language:

"The corporation will have members. The criteria and procedures for admission to membership and the rights and obligations of members will be as set forth in the corporation's bylaws."

These Articles of Correction were duly approved on April 14th, 2014 by unanimous written consent of the corporation's directors in accordance with ORS §65.341 and §65.437(1)(b).

DATED this 14th day of April, 2014.

COLUMBIA EMPIRE VOLLEYBALL ASSOCIATION,
an Oregon nonprofit corporation

By:


Lorne Dauenhauer, Secretary

