

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

JACKSON COUNTY LIBRARY FOUNDATION

an Oregon Nonprofit Corporation

ARTICLE 1

The name of this corporation (the "Organization") is JACKSON COUNTY LIBRARY FOUNDATION, and its duration shall be perpetual.

ARTICLE 2

The Organization is a public benefit corporation.

ARTICLE 3

The Organization's principal place of business is: 205 S. Central Avenue, Medford, Oregon 97501.

ARTICLE 4

The Organization will not have members.

ARTICLE 5

A. The Organization is organized to carry out exclusively religious, charitable, educational, literary and scientific purposes. In pursuit of such purposes, the Organization shall be authorized to engage in any lawful activity for which corporations may be organized and operated under the Oregon Nonprofit Corporation Act, including:

- (1) Administer property donated to the Organization for religious, charitable, educational, literary and scientific purposes;
- (2) Distribute property for such purposes in accordance with the terms of gifts, bequests or devises to the Organization for religious, charitable, educational, literary and scientific purposes or in accordance with determinations by the Board of Directors pursuant to these Articles and the Bylaws of the Organization;
- (3) Distribute property to qualified religious, charitable, educational, literary and scientific organizations and to governmental units; and
- (4) Do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Organization and, in connection therewith, to exercise any of the powers granted to

nonprofit corporations by the Oregon Nonprofit Corporation Act, as amended from time to time, consistent with the Organization's status as an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and to which contributions are deductible under Section 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended from time to time.

The Board of Directors of the Organization shall administer and distribute the property held by the Organization in the manner that best serves the religious, charitable, educational, literary and scientific needs of those eligible communities, organizations or individuals selected in the sole judgment of the Board of Directors.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the preceding paragraph A of this Article.

C. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

D. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

E. The Organization is intended to be an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and which is a public charity. All terms and provisions of these Articles and all operations of the Organization shall be construed, applied and carried out in accordance with such intent. For purposes of these Articles:

1. "Public charity" means a qualified charitable organization which is not a private foundation within the meaning of Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986;

2. "Qualified charitable organization" means an organization that is organized for religious, charitable, educational and/or scientific purposes and qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986;

3. "Religious, charitable, educational and scientific purposes" means those purposes authorized under Section 501(c)(3) of the Internal Revenue Code of 1986,

which may be accomplished by the Organization as a public charity under the Internal Revenue Code of 1986; and

4. Reference to any Section of the Internal Revenue Code of 1986 includes the corresponding provision or provisions then in effect of any subsequent federal tax laws.

ARTICLE 6

The Organization shall be managed by its Board of Directors pursuant to these Articles, the Bylaws of the Organization, and the Oregon Nonprofit Corporation Act, as amended from time to time.

ARTICLE 7

The Organization may be dissolved at any time by the affirmative vote of at least two-thirds (2/3) of its directors at any meeting for which 30 days' written notice of consideration of such action is duly given. The dissolution of the Organization (whether by the transfer of substantially all of its assets, or otherwise) shall be accomplished consistent with the intent that the assets be held and used for the purposes of a public charity, and such termination shall not be effected so as to cause any tax to be imposed under Section 507(a) of the Internal Revenue Code of 1986. Subject to the foregoing sentence, in the event of dissolution of the Organization for any reason, the property then held shall (after payment or provision for payment of all liabilities) be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal 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 a Court of Competent Jurisdiction of the county in which the principal office of the Organization 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

A director or uncompensated officer of the Organization shall not be liable to the Organization for monetary damages for conduct as a director or officer except to the extent that such exemption from liability or limitation thereof is not permitted under the Oregon Nonprofit Corporation Act, as amended from time to time. No repeal of or amendment to this Article shall adversely affect any right or protection of a director or uncompensated officer of the Organization existing at the time of such repeal or amendment.

ARTICLE 9

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof, or as hereafter amended, the Organization shall indemnify any person who is made or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Organization), by reason of the fact that the person is or was a director of the Organization, and may indemnify any person who is made or threatened to be made a party to an

action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or the right of the Organization), by reason of the fact that the person is or was an officer, employee, or agent of the Organization. This article shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of shareholders or directors, or otherwise, both as to action in any official capacity, and action in any other capacity while holding office, or while an employee or agent of the Organization.

ARTICLE 10

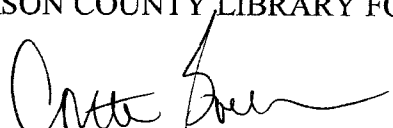
These Articles may be amended by the vote of a majority of the directors of the Organization at any meeting for which thirty (30) days' written notice of consideration of such action shall be duly given; PROVIDED, HOWEVER, that Article 6 and Article 8 may be amended only to the extent that future changes in the applicable provisions of the Internal Revenue Code and the Regulations pertaining thereto make such changes necessary or desirable in order for the Organization to preserve its status as a public charity as that term is defined in Article 5(E)(1).

The undersigned declare under penalty of perjury that they have examined the foregoing and, to the best of their knowledge and belief, it is true, correct and complete, and hereby certifies that this restatement adopted by the board of the directors and that no part of this restatement required the vote of any members or person other than the board of directors.

JACKSON COUNTY LIBRARY FOUNDATION

Dated: April 21, 2016

Person to contact about this filing:
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By: Colette Boehmer, President