

**Restated Articles of Incorporation - Nonprofit**Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200**FILED****MAR 22 2013**OREGON
SECRETARY OF STATEREGISTRY NUMBER: 065833-14

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: SUNSET HIGH SCHOOL BOOSTERS CLUB
- 2) NEW NAME OF THE CORPORATION: (If changed) SUNSET HIGH SCHOOL PARENT TEACHER ORGANIZATION
- 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 March 4, 2013. 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.)

By my signature, I declare as an authorized authority, that 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:

Kari GoetschKari GoetschPresident

SUNSET HIGH SCHOOL PARENT TEACH



6583314-14231859

RSTART

FEES

Required Processing Fee \$50

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

Free copies are available at FilingInOregon.com, using the Business Name Search program.

RESTATED ARTICLES OF INCORPORATION
OF
SUNSET HIGH SCHOOL PARENT TEACHER ORGANIZATION
(Formerly SUNSET HIGH SCHOOL BOOSTERS' CLUB)

The following Restated Articles of Incorporation were adopted at a meeting of the board of directors at which a quorum was present, and such Articles received at least two-thirds of the eligible votes present.

ARTICLE 1: NAME

The name of the corporation formerly known as the SUNSET HIGH SCHOOL BOOSTERS' CLUB is now SUNSET HIGH SCHOOL PARENT TEACHER ORGANIZATION, and its duration is perpetual.

ARTICLE 2: CORPORATE ORGANIZATION; PURPOSES

The corporation is organized and shall continue to operate as a public benefit corporation with members as provided in ORS Chapter 65.001 and the corporate Bylaws. Its purposes are as stated on the attached Exhibit A and as may be more specifically provided in the corporate Bylaws consistent with such purposes.

ARTICLE 3: BOARD OF DIRECTORS

The Board of Directors shall serve as the governing body for the corporation and shall exercise the powers of the corporation and manage its affairs subject to the requirements of existing law, these Articles and the corporate Bylaws.

ARTICLE 4: CORPORATE INDEMNITY

The corporation will indemnify and hold harmless 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 other proceeding, by reason of the fact the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (ERISA) or its corresponding future provisions with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the effective date of the amendment or the date notice of the amendment is given to the person, whichever is later. The corporation shall interpret this indemnification provision to extend to all persons covered by it by the most expansive possible construction, substantively, procedurally and otherwise, and may authorize the procurement of appropriate insurance to satisfy the corporation's indemnity obligations.

ARTICLE 5: REGISTERED OFFICE & AGENT; NOTICES

The address of the registered office of the corporation is 13840 NW Cornell Road, Portland, OR 97229, and the current registered agent at such address is Andrea Vicino, Treasurer.

The Corporation Division shall deliver notices to the registered office of the corporation as that address may be updated in official filings with the Corporation Division.

RESTATED this 4th day of March, 2013.

Kari Goetsch

Printed Name: Kari Goetsch

Title: President

501(c) (3) INFORMATION

The purpose or purposes for which the corporation is organized are as follows:

Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 purpose clause hereof. 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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.

Upon the dissolution of the organization, assets shall 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 the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.