

OREGON SECRETARY OF STATE
CORPORATION DIVISION
255 Capitol Street, Northeast, Suite 151
Salem, Oregon 97310-1327

FILED
MAR 10 1994
Secretary of State

Registry Number: 38958880
(Office Use Only)

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

ARTICLE 1: Name of the corporation:

PACIFIC NORTHWEST MENNONITE CONFERENCE

ARTICLE 2: Type of corporation is:

Religious

ARTICLE 3: Name and address of the initial registered agent:

**Loren Hartman
4734 Northeast Everett
Portland, Oregon 97213**

ARTICLE 4: Principal office address:

**4734 Northeast Everett
Portland, Oregon 97213**

ARTICLE 5: Indicate if corporation will have members: **Yes**

ARTICLE 6: Distribution of assets on dissolution or final liquidation:

**One-half (1/2) to The Mennonite Church of Elkhart, Indiana;
and
One-half (1/2) to The General Conference Mennonite Church
of Newton, Kansas**

ARTICLE 7: Name and address of the incorporator:

**Floyd Lapp
8812 South Gibson Road
Molalla, Oregon 97038**

Execution: Floyd Lapp Floyd Lapp Incorporator
Signature Printed Name Title

Person to contact about this filing: **Marvin O. Bolland, Attorney** (503) 266-3456 28.88
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RESTATED ARTICLES OF INCORPORATION
OF
PACIFIC NORTHWEST MENNONITE CONFERENCE

ARTICLE 1
Name

The name of the Corporation is Pacific Northwest Mennonite Conference

ARTICLE 2
Religious Corporation

The Corporation is a religious corporation.

ARTICLE 3
Duration

The duration of the Corporation is perpetual.

ARTICLE 4
Purposes

Section 4.01. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4.02. Notwithstanding any other provision of these Restated Articles of Incorporation:

A. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to Mennonite Church USA, of Newton, Kansas

D. The Corporation is organized pursuant to the Oregon Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE 5
Membership

The Corporation shall have members.

ARTICLE 6
Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation, provided however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE 7
Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- A. A breach of the Director's duty of loyalty to the Corporation;
- B. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- C. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or

D. An act or omission by the Director for which liability is expressly provided by statute.

ARTICLE 8
Tax Law Provisions

The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (“Code”), or corresponding provisions of any later federal tax laws.

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation the 23 day of June, 2012.

Execution: _____	Jeryl Hollinger	Moderator
Signature	Printed Name	Title

Person to contact about this filing:

Name: Jeryl Hollinger
Daytime Telephone Number: 406-755-8772

Approved by the delegate body in Moses Lake, WA – June 23, 2012