

SOUTHERN OREGON HISTORICAL SOCIETY, INC. RESTATED ARTICLES OF INCORPORATION

The Southern Oregon Historical Society, Inc., an Oregon nonprofit corporation, adopts these restated Articles of Incorporation pursuant to the Oregon Nonprofit Corporation Act. These Restated Articles of Incorporation supersede all prior Articles of Incorporation and all amendments thereof, of the Southern Oregon Historical Society, Inc.

Article I

The name of this corporation is the Southern Oregon Historical Society, Inc., and its duration is perpetual.

Article II

The purposes for which this corporation is organized are:

- A. This corporation is organized as a public benefit corporation and shall be operated solely for charitable purposes.
- B. Specifically and primarily, this corporation is formed to operate museums in Jackson County, Oregon; to collect, preserve, exhibit, deaccession, and publish material, personal property and real property of an historical character, especially relating to the history of southern Oregon and Oregon; to encourage and develop the study of such history.
- C. In general this corporation is formed to engage in any lawful activity, not for profit, in which corporations are authorized to engage under Chapter 65 of the Oregon Revised Statutes, provided, however, that it will not engage, except to an insubstantial degree, in any activity not in furtherance of the specific and primary purposes set forth in clause "B" above.
- D. No part of the net earnings of this corporation shall inure to the benefit of any private individual or entity.
- E. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.
- F. Notwithstanding any other provisions of this Article II, this corporation shall engage only in activities which are permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code ("The Code") by a corporation to which contributions are deductible under Section (c)(2) of The Code by a public charity described in Section 509(a)(1), (2) or (3) of The Code.

Article III

This corporation shall have one or more classes of members as specified in the corporate bylaws. The qualifications and rights of the members shall be set forth in the bylaws.

Article IV

This corporation shall have a Board of Trustees as provided in its bylaws. Each trustee shall hold office for a three-year term, serving no more than two consecutive three-year terms, or six consecutive years. Trustees shall be elected and vacancies filled in accordance with the following procedure:

- A. Approximately one-third of the Trustees shall be elected each year, subject to adjustment to cover resignations or other premature terminations of Trustees.
- B. The election of Trustees shall be by mail ballot to be cast by members of the Society.
- C. The Board of Trustees shall, at least sixty days prior to the election, publish in a publication of general circulation, the names of members nominated as Trustees by the nominating committee as approved by the Board. The published notice shall also include a reminder that any other member of the Society may also be nominated by petition in a form proscribed by the Board and as provided in paragraph D below.
- D. A member of the Society may be nominated by petition signed by fifteen other Society members. Such petition(s) must be provided by the secretary not less than 45 days before the election and returned to the secretary not less 30 days before the election, so that nominees can be included and identified as candidates on the ballot.
- E. The secretary shall, not less than fifteen days before the date of the election, mail to each member an election notice which also includes an official ballot listing the names of members nominated as Trustees, and a brief curriculum vitae on each candidate.
- F. Each member in good standing of the Southern Oregon Historical Society may vote for any such nominees, provided that the number of votes cast by any member shall not exceed the number of Board vacancies. Any ballot exceeding that number will be declared invalid.
- G. All ballots must be marked and returned to the secretary by the day specified in the election notice.

- H. Any vacancy on the Board shall be filled for the unexpired term by a vote of the remaining trustees within two regular Board meetings after the vacancy.

Article V

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 by pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (and similar provisions of any future United States Internal Revenue Law).

Article VI

All of the properties, monies and other assets of this corporation are irrevocably dedicated to charitable, scientific, and educational purposes and shall not inure to the benefit of any private individual. In the event that this corporation shall be dissolved or terminated at any time, then all of the properties, monies and other assets of this corporation shall be transferred exclusively to and become the property of a nonprofit fund, foundation or corporation as selected and designated by the Board of Trustees of this corporation and which shall at that time qualify as exempt under Section 501(c)(3) of The Code as that section exists or may subsequently be amended.

A director's or uncompensated officer's personal liability to the corporation or its members for monetary damages is eliminated for any act or omission committed as a director or uncompensated officer occurring after the effective date of these Articles; provided that the personal liability of a director or uncompensated officer is not eliminated for:

- (1) Any breach of the director's or uncompensated officer's duty of loyalty to the corporation or its members;
- (2) Acts or omissions not in good faith which involved intentional misconduct or a knowing violation;
- (3) Any unlawful distribution;

- (4) Any transaction from which the director or uncompensated officer derived an improper personal benefit; or
- (5) Any act or omission in violation of ORS 65.361 to 65.367.

We, the undersigned officers of the Southern Oregon Historical Society, Inc., declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, current and complete.

DATED this 2nd day of January, 2002.

Robert L. Hamilton, President
John Ernest Secretary