

**RESTATED ARTICLES OF INCORPORATION  
WILLAMETTE TABLE TENNIS CLUB**

The undersigned individual, acting as President and under Oregon law with the unanimous consent of the Board of Directors, adopts the following Restated Articles of Incorporation.

**ARTICLE I**

The name of the corporation is the Willamette Table Tennis Club, Inc.

**ARTICLE II**

The corporation is a social and recreational club as defined by IRS regulations and Oregon law.

**ARTICLE III**

The purpose for which this corporation is organized are to engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to the Oregon Nonprofit Corporation Act.

The corporation is organized exclusively for non-profit status within the meaning of Section of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Said purposes shall include, but shall not be limited to, activities in accord with the following general objectives:

- a) To promote, support, and develop amateur table tennis athletes for national and international sports competitions.
- b) To develop, promote, and teach table tennis to youths.
- c) To promulgate official rules and standards of play.
- d) To charter, coach, and supervise table tennis teams.
- e) To provide coaching, equipment, and facilities.
- f) To sponsor an active program conducting and sanctioning local tournaments, and measuring and certifying equipment and scores.
- g) To organize inter-team competitions, and promote and advertise the sport of table tennis.
- h) To pursue charitable activities related to the above purposes.

**ARTICLE IV**

Notwithstanding any other provision of these Articles of Incorporation, the corporation may not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under IRC §501(c)(3) and (b) by a corporation contributions to which are deductible under IRC §§170(c)(2), 2055(a)(2), and 2522(a)(2). No part of the net earnings of

the corporation may inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation may consist of carrying on propaganda, or otherwise attempting, to influence legislation, except as may be permitted under IRC §501(h), and the corporation will not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE V**

Upon the dissolution or final liquidation of the corporation, and after the payment of all the liabilities of the corporation, the remaining assets of the corporation will be distributed to such organization or organizations that are then described in IRC §§501(c) and/or to the United States or any state for exclusively public purposes as the board of directors determines.

#### **ARTICLE VI**

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.

#### **ARTICLE VII**

The names and addresses of the directors of the corporation are:

Ben Bednarz  
3544 Deer lake Court SE  
Salem, Oregon 97317

Nancy Reynolds  
3344 Norris Lane South  
Salem, Oregon 97302

Matthew Barnes  
3344 Norris Lane South  
Salem, Oregon 97302

Sean Kim  
777 Cottage NE Unit C  
Salem, Oregon 97301

Paul Yahiku  
238 50<sup>th</sup> Ave NW  
Salem, Oregon 97304

The incorporator has obtained the consent of all directors named to serve. All directors of the corporation other than the initial directors will be elected at the time, in the manner, and for the terms to be set forth in the corporation's bylaws.

#### **ARTICLE IX**

No director or uncompensated officer will be personally liable to the corporation for monetary damages for conduct as a director or an officer unless the Oregon Nonprofit Corporation Act prohibits eliminating or limiting the liability of a director or an officer for the particular act or omission. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted will affect the liability of a director or an officer for any act or omission that occurs before the effective date of the amendment.

#### **ARTICLE X**

The corporation will indemnify to the fullest extent not prohibited by law any current or former director or officer of the corporation 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 corporation), by reason of the fact that the person is or was a director or officer of the corporation.

The corporation will pay for or reimburse the reasonable expenses incurred in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (a) the person's good-faith belief that the person is entitled to indemnification under this Article and (b) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article.

No amendment to this Article that limits the corporation's obligation to indemnify any person will have any effect on such obligation for any act or omission that occurs before the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article will not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members, or other document or arrangement.

#### **ARTICLE XI**

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, or the Oregon Nonprofit Corporation Act will be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

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