

**RESTATED
ARTICLES OF INCORPORATION
OF THE
KLAMATH COMMUNITY COLLEGE FOUNDATION
An Oregon Nonprofit Corporation**

The Board of Trustees of the Klamath Community College Foundation, Inc. all Trustees being 18 years of age or older, at a meeting held on the 15th day of November, 2004, after appropriate notice, approved by majority vote with a quorum present the following Restated

Articles of Incorporation:

**ARTICLE I
NAME AND DURATION**

The name of this corporation shall be the Klamath Community College Foundation, Inc. (hereinafter called "The Foundation"), and its duration shall be perpetual except as otherwise provided herein.

**ARTICLE II
TYPE OF NONPROFIT CORPORATION**

The Foundation is a public benefit corporation under the Oregon Nonprofit Corporation Act, as amended.

**ARTICLE III
PURPOSES AND POWERS**

The Foundation is organized for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended ("Code"). The Foundation shall be operated for the limited purpose of supporting financially and otherwise the mission of the Klamath Community College District, a political subdivision of the

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State of Oregon hereinafter referred to as ("KCC"). Subject to the foregoing purposes and the restrictions set forth herein, The Foundation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act, as amended.

ARTICLE IV RESTRICTIONS

The assets of the Corporation are irrevocably dedicated to the purposes described above and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private purposes, except that the Corporation 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 Article III hereof. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these articles of incorporation to the contrary, the Corporation shall not engage in any activities which are not permitted for a corporation which is exempt from federal income tax under Code Section 501(c)(3) or to which contributions are deductible under Code Section 170(c), 2055(a), or 2522(a).

ARTICLE V REVOCATION OF RECOGNITION

The President of KCC shall have the right to revoke the authority of The Foundation to operate and to direct its dissolution if the President of KCC finds that The Foundation and/or its

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operation conflict with the mission of KCC as approved by its Board of Education and/or with any operating agreements between KCC and The Foundation. Prior to issuing said directive to The Foundation, the President of KCC shall notify The Foundation's Board of Trustees in writing of the reasons that could form the basis for said directive. Within 30 days of receipt of written notification, The Foundation may in writing propose actions to remedy the deficiencies described by the President of KCC. If the President of KCC approves The Foundation's proposed actions to remedy deficiencies, The Foundation's governing body shall implement the proposals within a time specified by the President of KCC. If the President of KCC rejects The Foundation's proposed actions or finds they are not adequately implemented, the President of KCC may in writing cause the authority of The Foundation to operate to be revoked and direct the dissolution of The Foundation on a date not less than 30 days from the date of the written directive. A written directive by the KCC President to revoke the authority of The Foundation to operate and cause its dissolution may be appealed to the KCC Board of Education if a written appeal is received by KCC, addressed to the Chairperson of the KCC Board of Education, within 30 days of the date the President of KCC issues his/her directive. The KCC Board of Education shall review the President of KCC's decision but shall not reverse that decision unless the KCC Board of Education finds the President of KCC acted arbitrarily and capriciously. In the event of an appeal to the KCC Board of Education, the Board of Education shall complete its review of the President's decision not later than 30 days from the date the Foundation's appeal is received by KCC.

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ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of The Foundation is 7390 South Sixth Street, Klamath Falls, Oregon, and the name of its registered agent at such address is Sherry Bellet or the then existing chairperson of the Board of Trustees of The Foundation.

ARTICLE VII
MAILING ADDRESS

The Foundation's mailing address to which notices may be mailed is 7390 South Sixth Street, Klamath Falls, Oregon 97603.

ARTICLE VIII
TRUSTEES

The affairs of The Foundation shall be managed and regulated by its board of trustees. The number of trustees constituting the Board of Trustees of The Foundation shall be as designated in the Bylaws of the Foundation. The names and addresses of the persons who currently serve as trustees are as follows:

<u>Name</u>	<u>Address</u>
Sherry Bellet	2346 Nile Street Klamath Falls, OR 97603
Darrel Rusth	5122 Bryant Avenue Klamath Falls, OR 97603
Angalee Barry	3164 Paramount Street Klamath Falls, OR 97603
Jim Hoppe	9679 Greenbriar Drive Klamath Falls, OR 97603

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Fred Stilwell

23883 Gaines Road
Merrill, OR 97633

Rich Bogatay

621 Loma Linda Drive
Klamath Falls, OR 97601

Cary Brennan

222 Crest Street
Klamath Falls, OR 97603

Dave Patrick

P. O. Box 1020
Keno, OR 97627

Pete Nevin

17017 Hwy 140E
Dairy, OR 97625

Mike Griffith

1045 Thomas Drive
Klamath Falls, OR 97603

Jodi Applegate

310 Del Fatti Lane
Klamath Falls, OR 97603

ARTICLE IX MEMBERS

The Foundation shall not have members within the meaning of the Oregon Nonprofit Corporation Act, as amended.

ARTICLE X DISSOLUTION

Upon dissolution or final liquidation of The Foundation, the assets of The Foundation remaining after payment of or provision for the liabilities and obligations of The Foundation shall be distributed to KCC or to such tax-exempt organization or organizations described in Section 501(c)(3) as the Board of Education of KCC shall direct by resolution. Any such assets not so distributed shall be disposed of by the Klamath County Circuit Court to such tax-exempt

organization or organizations described in Code Section 501(c)(3) as the court shall determine.

ARTICLE XI
LIABILITY OF TRUSTEES
AND UNCOMPENSATED OFFICERS

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as amended, a trustee or uncompensated officer of The Foundation shall not be liable to The Foundation for monetary damages for conduct as a trustee or officer. No repeal or amendment of this provision shall adversely affect any right or protection of a trustee or officer of The Foundation existing at the time of such repeal or amendment.

ARTICLE XII
INDEMNIFICATION

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as amended, the Corporation shall indemnify any Director or Officer who is made a Party to a Proceeding because the individual is or was a Director or Officer against Liability incurred in the Proceeding, including without limitation advancement of Expenses. Capitalized terms used in the Preceding sentence shall have the meaning assigned to such terms in the Oregon Nonprofit Corporation Act, as amended.

ARTICLE XIII
PRIVATE FOUNDATION PROVISIONS

Notwithstanding any provision of these articles of incorporation or Oregon law to the contrary, if the Corporation is a private foundation within the meaning of Code Section 509, it is prohibited from engaging in any act of self-dealing (as defined in Code Section 4941(d)), from retaining any excess business holdings (as defined in Code Section 4943(c)), which would

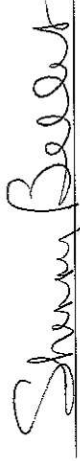
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subject the Corporation to tax under Code Section 4943, from making or retaining any investments which would subject the Corporation to tax under Code Section 4944, and from making any taxable expenditures (as defined in Code Section 4945 (d)), and the Corporation shall make distributions of income and principal at such time and in such matter as not to subject the Corporation to tax under Code Section 4942.

ARTICLE XIV
AMENDMENT

The board of trustees may amend these articles of incorporation in accordance with the Oregon Nonprofit Corporation Act, as amended. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the articles of incorporation and shall include a copy or summary of the proposed amendment.

DATED this 17th day of November, 2004.



Sherry Bellet
Chairperson, Board of Trustees of the
Klamath Community College
Foundation, Inc.

Person to contact about this filing:

Melvin D. Ferguson, Esq.
Telephone No. (541) 850-2828

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