

**SECOND RESTATED ARTICLES OF INCORPORATION
OF
THE KINSMAN FOUNDATION**
(as adopted May 8, 1996 and amended September 24, 2003)

Pursuant to the provisions of ORS 65.451, these Second Restated Articles of Incorporation supersede the original Articles of Incorporation of The Kinsman Foundation, formerly Kinsman Foundation, an Oregon nonprofit corporation, and all amendments to them, including amendments contained in the Restated Articles of Incorporation adopted on November 15, 1989.

**ARTICLE I
NAME AND DURATION**

The name of this corporation (the "Corporation") is The Kinsman Foundation, and its duration shall be perpetual.

**ARTICLE II
TYPE OF NONPROFIT CORPORATION**

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

**ARTICLE III
PURPOSES, POWERS, AND RESTRICTIONS**

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501 (c)(3) of the United States Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), as amended ("Code"), and shall carry out such purposes primarily by making distributions to organizations exempt from federal income tax under Code section 501 (c)(3), and to governmental units, for historic preservation, health care policy, native wildlife rehabilitation and appreciation, and arts, culture, and humanities. Subject to the foregoing and the restrictions set forth herein, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act, as amended.

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 persons, 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 described above.

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 other provision of these Articles, the Corporation shall not make any distributions not permitted to be made, or carry on any other activities not permitted to be carried on, by 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)(2), 2055(a)(2), or 2522(a)(2).

(Article III as amended September 24, 2003)

ARTICLE IV MEMBERS

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

ARTICLE V DIRECTORS

The affairs of the Corporation shall be managed and regulated by its board of directors in accordance with its bylaws and the Oregon Nonprofit Corporation Act, as amended. The number and manner of selection and removal of directors shall be as provided in the bylaws of the Corporation.

ARTICLE VI DISSOLUTION

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation remaining after payment of or provision for the liabilities and obligations of the Corporation shall be distributed exclusively for the purposes of the Corporation, and in a manner otherwise consistent with these Articles, to such organization or organizations exempt from federal income tax under Code section 501 (c)(3) as the board of directors shall determine. Any such assets not so distributed shall be distributed exclusively for the purposes of the Corporation, and in a manner otherwise consistent with these Articles, to such organization or organizations exempt from federal income tax under Code section 501 (c)(3) as the Clackamas County Circuit Court shall determine.

ARTICLE VII
LIABILITY OF DIRECTORS AND UNCOMPENSATED OFFICERS

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

ARTICLE VIII
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. Terms used in the preceding sentence are used with the meanings assigned to them in the Oregon Nonprofit Corporation Act, as amended.

ARTICLE IX
PRIVATE FOUNDATION PROVISIONS

Notwithstanding any provision of these Articles 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), 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 manner as not to subject the Corporation to tax under Code section 4942.

ARTICLE X
AMENDMENT

The board of directors may amend these Articles, by the unanimous vote of all directors then in office, at any meeting of the board of directors. The meeting notice shall state that a purpose of the meeting is to consider an amendment to these Articles and shall include a copy or summary of the proposed amendment.