

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IMAGINE POSSIBILITIES, INC.**

These Amended and Restated Articles of Incorporation (the “Articles”) supersede the existing articles of incorporation and all prior amendments thereto.

**ARTICLE I
NAME**

The name of the Corporation (the “Corporation”) is Imagine Possibilities, Inc. and its duration shall be perpetual.

**ARTICLE II
PUBLIC BENEFIT CORPORATION**

The Corporation is a public benefit corporation as defined in the Oregon Nonprofit Corporation Act.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation but to the extent consistent with the foregoing:

- a. To promote the general welfare of persons with intellectual and developmental disabilities.
- b. To foster the development of programs on behalf of persons with intellectual and developmental disabilities.
- c. To advise and aid parents of persons with intellectual and developmental disabilities and to coordinate their efforts and activities.
- d. To develop a better understanding of intellectual and developmental disabilities by the public.
- e. To cooperate with all public, private, religious, and professional agencies or groups in the furtherance of these ends.
- f. To serve as an advocate and referral agency for all persons with intellectual and other developmental disabilities.
- g. To solicit and receive funds for the accomplishment of the above purposes.

ARTICLE IV
COMPENSATION

This Corporation is a non-profit, non-sectarian organization. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Board of Directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III. No officer or member of the Board of Directors of the Corporation shall receive any compensation for his services as an officer or director, but may receive actual expenses in performing duties as an officer of director.

ARTICLE V
POLITICAL ACTIVITY

The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI
MEMBERSHIP

The Corporation has no members.

ARTICLE VII
OFFICERS

The officers of the Board of Directors of the Corporation shall be a president, vice-president, treasurer, secretary, and the immediate past president if available and willing to serve.

ARTICLE VIII
DIRECTORS

The Corporation shall be governed by a Board of Directors (“Board”) in accordance with the Oregon Nonprofit Corporation Act, these Amended and Restated Articles of Incorporation, and the bylaws of the Corporation (the “Bylaws”), as the same now exist or may hereafter be amended. In addition, the Board may appoint persons to attend and participate in Board meetings without a vote or otherwise to serve the Board and staff of the Corporation.

The number of directors of the Corporation shall be established in the manner set forth in the Bylaws. Directors shall be elected and vacancies on the Board shall be filled in accordance with the procedures provided in the Bylaws.

ARTICLE IX
DISSOLUTION

Upon dissolution of the Corporation, after paying or otherwise adequately providing for the liabilities and obligations of the Corporation, distribution of its remaining property and assets shall be as provided for in the plan of dissolution passed by the Board of Directors, provided, that any such plan shall be in conformity with applicable state and federal law.

Upon dissolution of the Corporation, distribution of any remaining property and assets of the Corporation shall be to any charitable, educational or scientific organization or organizations that are tax exempt under Section 501(c)(3) of the Internal Revenue Code and organized and operated exclusively for one or more purposes described in Article III, Sections a - g above. Any such assets not so disposed of shall be disposed of by the Circuit Court of the State of Oregon for the County of Washington to such organization or organizations as said Court shall determine, which are organized and operated exclusively for one or more of the purposes described in Article III, Sections a - g above.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify each of its directors and officers to the fullest extent permitted by the Oregon Nonprofit Corporation Act, as the same now exists or may hereafter be amended, against all expense, liability, and loss, including, without limitation, attorney fees, incurred by such person because such person is or was a director or officer of the Corporation. The indemnification provided under this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators.

ARTICLE XI
LIMITATION OF PERSONAL LIABILITY

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as it now exists or may hereafter be amended, a director or uncompensated officer of the Corporation shall have no personal liability to the Corporation for monetary damages for conduct as a director or officer. The limitation of liability provided under this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators.

ARTICLE XII
AMENDMENTS

Except to the extent otherwise provided in these Articles, the authority to make, alter, amend, or repeal these Articles or the Bylaws of the Corporation is vested exclusively in the Board of Directors and may be exercised upon approval of a majority of the directors present at any duly held regular or special meeting of the Board of Directors at which a quorum is present.