RESTATED ARTICLES OF INCORPORATION
OF
CENTRAL OREGON VETERAN AND COMMUNITY OUTREACH, INC.

a Oregon Nonprofit Corporation

The undersigned individuals, all 18 years of age or older, acting as incorporators under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation:

Article I
Name of Corporation and Duration

The name of this corporation is CENTRAL OREGON VETERAN AND COMMUNITY OUTREACH, INC., dba Central Oregon Veterans Outreach (COVO), hereinafter referred to as the "Corporation" and its duration shall be perpetual.

Article II
Organization of Nonprofit Corporation

This Corporation is a nonprofit corporation, organized under the Oregon Nonprofit Corporation Act.

Article III
Statement of Purpose

The purposes for which this Corporation is organized are as follows:

(1) The Corporation is organized as a public benefit corporation, exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, (hereinafter referred to as the "Code") and the Oregon Charitable Trust and Corporation Act, as set forth and revised in Oregon Revised Statutes 128.600, et seq. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue law or regulation.

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers and directors, 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 the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign of behalf of any candidate for public office. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(C)(3) of the Code, corresponding sections of any future federal tax code, or (b) by an organization, contributions to which are

deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

(3) In furtherance of the purposes set forth in this Article III, the Corporation may exercise all the rights and powers conferred on nonprofit charitable corporations under the laws of the State of Oregon.

(4) Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under section 501(a) of the Code by reason of being an organization described in section 501(c)(3) of the Code and from exemption from Oregon income tax by reason of being an organization described in the Oregon Charitable Trust and Corporation Act, Oregon Revised Statutes 128.600, et seq., and corresponding provisions of any future amendments to said statutes.

Article IV
Registered Office and Agent

The name and address of the agent for service of process is:

JW Terry, Central Oregon Veteran and Community Outreach, Inc., 61510 S Highway 97, STE 100, Bend, OR 97702.

Article V
Incorporators

The name and address of the incorporators are:

Dennis C. Merrill, 17999 SW Chaparral Drive, Powell Butte, OR 97753

Len H. DeGroot, 63204 NE Logan Avenue, Bend, OR 97701

J.W. Terry, 19246 Sioux Lane, Bend, OR 97702

Article VI
Principal Office

The principal office of the Corporation has been designated by the Corporation and notices may be mailed to the corporate mailing address at: 61510 S Hwy 97, STE 100, Bend, OR 97702.

Article VII
Members

The Corporation will not have members.

Article VIII
Dedication and Dissolution

In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of the Corporation to one or more Qualified Organizations, as defined below, as the Board of Directors shall determine. For purposes of this Article VIII, "Qualified Organization" shall mean a corporation or other organization organized and operated exclusively for charitable, educational or other purposes meeting the requirements for exemption provided by the Oregon Nonprofit Corporation Act, Oregon Revised Statutes 65.621 — 65.674, as shall at the time qualify either (i) as exempt from federal income tax under section 501(a) of the Code by reason of being an organization described in section 501(c) of the Code, or (ii) as a corporation or other organization contributions to which are deductible under section 170(c)(1) of the Code. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this 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 these articles.

Article IX
Limitation of Liability

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or officer of the Corporation shall not be liable to the Corporation for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of this Article IX or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

(1) Any breach of the director's or officer's duty of loyalty to the Corporation;

(2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) Any unlawful distribution;

(4) Any transaction from which the director or officer derived an improper personal benefit; or

(5) Any act or omission in violation of the Oregon Nonprofit Corporation Act.

Article X
Indemnification

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, the Corporation:

(1) Shall indemnify any person 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 of the Corporation; and

(2) This Article X shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation.

IN WITNESS WHEREOF, the undersigned original incorporators have executed these Restated Articles of Incorporation on 30 September, 2016.

_____, Incorporator
Dennis C. Merrill

_____, Incorporator
Len H. DeGroot

_____, Incorporator
J.W. Terry