

STATE OF OREGON
CORPORATION DIVISION
255 Capitol Street NE
Salem, OR 97310-1327

Registry No. 1949678-90

**RESTATED ARTICLES OF INCORPORATION
OF
SIUSLAW VALLEY CHARTER SCHOOL**

1. Name of the company: Siuslaw Valley Charter School
2. A copy of the Restated Articles of Incorporation is attached.
3. The Restated Articles contain amendments which require director approval. The date of the approval of the Restated Articles was July __, 2025.

The vote of the directors was as follows:

Number of directors entitled to vote:	-
Number of votes cast:	-
Number of votes needed for quorum:	-
Number of votes cast for:	-
Number of votes cast against:	0

Kay King, President

Person to contact about this filing:

Matthew D. Lowe, Attorney
Jordan Ramis PC
1211 SW 5th Avenue, 27th Floor
Portland, OR 97204
(503) 598-7070

**RESTATED ARTICLES OF INCORPORATION
OF
SIUSLAW VALLEY CHARTER SCHOOL**

ARTICLE I

The name of this nonprofit corporation is Siuslaw Valley Charter School (the “Corporation”).

ARTICLE II

This Corporation is a public benefit corporation.

ARTICLE III

The Corporation shall have no members.

ARTICLE IV

The Corporation is organized for the following purposes:

A. To operate one or more public charter schools in the State of Oregon under Chapter 338 of the Oregon Revised Statutes or the corresponding section of any future Oregon statute, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986;

B. Notwithstanding any other provision in this Article IV, the corporation is organized exclusively for charitable, religious, educational, and/ or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision.

ARTICLE V

The limitations on the Corporation include:

A. The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or member of the Corporation, or any private individual;

B. No director or officer of the Corporation or any private individual shall be entitled to assets upon dissolution of the Corporation or winding up its affairs.

C. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and after distributing those assets purchase with public funds as required by ORS 338.105, dispose of all of

the assets of the Corporation, if any, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization by the Internal Revenue Code of 1986, or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

ARTICLE VI

To the fullest extent permitted by the Oregon Nonprofit Corporation Act, no trustee, director or officer of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a trustee, director or officer. Without limiting the generality of the foregoing, if the provisions of the Oregon Nonprofit Corporation Act are amended after this Article VI becomes effective, to authorize corporate action further eliminating or limiting the personal liability of trustees, directors or officers of the Corporation, then the liability of trustees, directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended. No amendment or repeal of this Article VI, nor the adoption of any provision of these Articles inconsistent with this Article VI, nor a change in the law, shall adversely affect any right or protection that is based upon this Article VI and pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections set forth in this Article VI unless the change in law specifically requires such reduction or elimination.

ARTICLE VII

A. The Corporation shall defend and otherwise indemnify, to the fullest extent permitted by the Oregon Nonprofit Corporation Act, any person who has been made, or is 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, trustee, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, trustee, officer, employee or agent, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise.

B. In addition, the Corporation shall pay for or reimburse any reasonable expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Oregon Nonprofit Corporation Act.

C. Indemnification provided hereunder shall continue to cover any director, officer, trustee, employee or agent after such person ceases to serve in said capacity and shall inure to the benefit of such person's heirs, executors and administrators.

D. The right to indemnification conferred by this Article VII shall be considered a contract right between the Corporation and any such person entitled to indemnity hereunder.

ARTICLE VIII

The number of directors shall be determined as specified or fixed in accordance with the Bylaws. A director shall serve until a successor is elected and duly qualified.

ARTICLE IX

The affairs of the Corporation shall be managed by a Board of Directors which shall be constituted and have such powers as provided for in the Bylaws.

ARTICLE X

The name of the registered agent for the Corporation is Maurice Chuck Trent. The street address of the registered agent is 83421 Highway 101, Florence, Oregon 97439.

ARTICLE XI

The mailing address of the Corporation is: 524 Laurel Street, Florence, Oregon 97439.

Kay King, President

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