

JAN 13 1995

Secretary of State

**RESTATED ARTICLES OF INCORPORATION  
OF  
COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION**

These Restated Articles of Incorporation of COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION, an Oregon nonprofit corporation (the "corporation"), supersede the existing Articles of Incorporation and all previous amendments.

**ARTICLE 1. Name and Duration**

The name of the corporation is COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION and its duration shall be perpetual.

**ARTICLE 2. Purposes and Powers**

The corporation is a public benefit corporation within the meaning of the Oregon Non profit Corporation Act, as amended (the "Act"). The purposes for which the corporation is organized are:

A. To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, and parks;

B. To provide practice volleyball sessions, classroom lectures, seminars and panel discussions to which selected trainees may be schooled in competitive coaching, playing, officiating, and scouting techniques;

C. To foster and conduct area, regional, state, and national amateur volleyball competitions;

D. To act as the official representative of the United States Volleyball Association within the area designated as the COLUMBIA EMPIRE REGION;

E. To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the caliber of candidates representing the United States in Olympic, Pan American, and World Games competitions;

F. To foster and conduct amateur volleyball programs between the United States and foreign nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own.

**ARTICLE 3. Members**

The corporation shall have no members.

#### **ARTICLE 4. Directors**

A. The directors shall be elected as provided in the bylaws of the corporation.

B. No director or uncompensated officer of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director or officer; provided that this provision shall not eliminate the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of such amendment.

#### **ARTICLE 5. Charitable Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 set forth in these Articles. No substantial part of the activities of the corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

#### **ARTICLE 6. Adoption of Bylaws**

The internal affairs of the corporation shall be regulated according to the corporate bylaws.

#### **ARTICLE 7. Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations 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 appropriate 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.



**ARTICLE 8. Amendment**

These Articles of Incorporation may from time to time be amended as provided in the Act, provided no amendment shall alter the purposes of the corporation in a manner that will disqualify the corporation as an organization organized and operated exclusively for that purposes set forth herein.

IN WITNESS WHEREOF, the corporation has caused these Restated Articles of Incorporation to be signed by its President and Secretary, this 15 day of December, 1994.

COLUMBIA EMPIRE REGION VOLLEYBALL  
ASSOCIATION,  
an Oregon nonprofit corporation

By Linda Marshall  
President

By Rita Quinn  
Secretary

**CERTIFICATE ACCOMPANYING RESTATED  
ARTICLES OF INCORPORATION  
OF  
COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION**

COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION, an Oregon nonprofit corporation (the "corporation") with members, furnishes this Statement in connection with the filing of Restated Articles of Incorporation, dated December 15, 1994:

1. The name of the corporation is COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION.

1/17, 1994, at a meeting of directors.

IN WITNESS WHEREOF, the said corporation has caused this Statement to be signed by its President, and , its Secretary, this 15<sup>th</sup> day of December, 1994.

COLUMBIA EMPIRE REGION VOLLEYBALL  
ASSOCIATION,  
an Oregon nonprofit corporation

By Guida Marshall  
President

By Rita A. Quinn  
Secretary

**Articles/Certificate of Correction - All Entities**Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200**FILED****JUN 03 2014**REGISTRY NUMBER: 146174-19

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

OREGON  
SECRETARY OF STATE for office use onlyPlease Type or Print Legibly in **Black Ink**. Attach Additional Sheet if Necessary.1) **NAME OF ENTITY:** Columbia Empire Region Volleyball Association**NOTE:** The Change of Registered Agent or Office form must be used to change the registered agent.2) **DOCUMENT DESCRIPTION:** (Describe the document to be corrected, including the date on which it was filed, or attach a copy of the document to be corrected.)Restated Articles of Incorporation  
filed January 13, 19953) **INCORRECT STATEMENT:** (Describe the incorrect statement and indicate the reason it is incorrect.)Article 3: "shall have no members"4) **CORRECTION:** (The incorrect statement is corrected to read as follows. Attach additional sheets if necessary.)"The corporation will have members. The criteria and procedures for admission to  
membership and the rights and obligations of members will be set forth in the  
corporation's bylaws."5) **EXECUTION:** (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, or a general partner for a limited partnership.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Title:

Date:

B. GoodwinBleen GoodwinExecutive Director5/9/14**CONTACT NAME:** (To resolve questions with this filing)**COLUMBIA EMPIRE REGION VOLLEYBA**

14617419-15149906

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**FEES**

Nonprofit Required Processing Fee	\$50
Domestic Required Processing Fee	\$100
Foreign Required Processing Fee	\$275
Confirmation Copy (Optional)	\$5

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

**COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION**  
**UNANIMOUS WRITTEN CONSENT ACTION BY DIRECTORS**

Pursuant to ORS §65.341, the undersigned, who are all the directors of Columbia Empire Region Volleyball Association, an Oregon public benefit corporation ("CEVA"), adopt the following resolution and consent to the actions specified therein.

WHEREAS, Article 3 of CEVA's Restated Articles of Incorporation ("Articles") as filed by the Oregon Secretary of State on January 13, 1995, provides that CEVA "shall have no members."

WHEREAS, CEVA has always had members and CEVA's Bylaws (as amended) provide that CEVA has members.

WHEREAS, upon due review and consideration by CEVA's Board of Directors, it has been determined that Article 3 of the Articles as previously filed is erroneous and should be corrected as follows to be consistent with the fact that CEVA has members:

"The corporation will have members. The criteria and procedures for admission to membership and the rights and obligations of members will be as set forth in the corporation's bylaws."

WHEREAS, CEVA's Board of Directors desires to correct the erroneous and inconsistent language set out in Article 3 of the Articles.

NOW THEREFORE, BE IT RESOLVED, that CEVA's Secretary is authorized to file Articles of Correction with the Oregon Secretary of State pursuant to ORS §65.014 in substantially the form attached hereto as Exhibit A to correct the inadvertent error and correct Article 3 to read as follows:

"The corporation will have members. The criteria and procedures for admission to membership and the rights and obligations of members will be as set forth in the corporation's bylaws."

This resolution and consent may be executed in two or more counterparts, any of which may be delivered by facsimile or electronic transmission, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

The execution of this resolution and consent shall constitute a written waiver of any notice required by Oregon law, the Articles, as amended, or CEVA's Bylaws.

*[Signatures appear on the following page]*

Dated and effective as of the latest date set forth below:

\_\_\_\_\_  
Adam Ellis, President

Dated April \_\_, 2014

\_\_\_\_\_  
Jeff Robison, Vice President

Dated April \_\_, 2014

  
\_\_\_\_\_  
Lorne Dauenhauer, Secretary

Dated April 14, 2014

\_\_\_\_\_  
Turner Waskom, Treasurer

Dated April \_\_, 2014

\_\_\_\_\_  
Corey Barton

Dated April \_\_, 2014

\_\_\_\_\_  
Harmik Issakhanian

Dated April \_\_, 2014

\_\_\_\_\_  
Daniel Leong

Dated April \_\_, 2014

\_\_\_\_\_  
Cathy Nelson

Dated April \_\_, 2014

\_\_\_\_\_  
Kim Swenson

Dated April \_\_, 2014

\_\_\_\_\_  
Tim Wignot

Dated April \_\_, 2014

\_\_\_\_\_  
Kelsey Yonker

Dated April \_\_, 2014



**EXHIBIT A**

**COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION**

**ARTICLES OF CORRECTION**

14617419

### ARTICLES OF CORRECTION

Pursuant to ORS §65.014 of the Oregon Business Corporation Act, the undersigned corporation hereby submits Articles of Correction for the purpose of correcting a document filed in the Corporations Division of the Office of the Secretary of State.

1. The name of the corporation is **Columbia Empire Region Volleyball Association**
2. The document to be corrected is **Restated Articles of Incorporation**.
3. The document was filed on **January 13, 1995**.
4. The document was incorrect in the following manner:

Article 3 is incorrect. Article 3 incorrectly states that the corporation "shall have no members." Article 3 as filed does not correctly reflect the corporation's status, inasmuch as the corporation was intended to be a corporation with members. The Certificate Accompanying Restated Articles of Incorporation of the corporation that was signed on December 15, 1994 and filed with the Restated Articles of Incorporation correctly reflects that the corporation is an Oregon nonprofit corporation "with members."

5. Article 3 should be deleted in its entirety and replaced with the following to correct the incorrect language:

"The corporation will have members. The criteria and procedures for admission to membership and the rights and obligations of members will be as set forth in the corporation's bylaws."

These Articles of Correction were duly approved on April 14<sup>th</sup>, 2014 by unanimous written consent of the corporation's directors in accordance with ORS §65.341 and §65.437(1)(b).

DATED this 14<sup>th</sup> day of April, 2014.

COLUMBIA EMPIRE VOLLEYBALL ASSOCIATION,  
an Oregon nonprofit corporation

By:

  
Lorne Dauenhauer, Secretary

**Articles of Amendment - Nonprofit**

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

**FILED: DEC 2, 2020  
OREGON SECRETARY OF STATE**

14617419-21654719

USVBA COLUMBIA EMPIRE REGION...

AMDART

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REGISTRY NUMBER: 14617419

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in **Black Ink**.1) **ENTITY NAME:** COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION2) **STATE THE ARTICLE NUMBER(S):** and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

ARTICLE 1 - NAME AND DURATION

THE NAME OF THE CORPORATION IS USVBA COLUMBIA EMPIRE REGION VOLLEYBALL ASSOCIATION AND ITS DURATION SHALL BE PERPETUAL.

3) **THE AMENDMENT WAS ADOPTED ON:** MONDAY, NOVEMBER 16, 2020

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) **CHECK THE APPROPRIATE STATEMENT:**☒ Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.☐ Membership approval was required.

The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

5) **EXECUTION:** (Must be signed by at least one officer or director.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature:

Printed Name:

Title:

CODY MARCH

EXECUTIVE DIRECTOR

**CONTACT NAME:** (To resolve questions with this filing.)

CODY MARCH

**PHONE NUMBER:** (Include area code.)

(503) 644-7468

**FEES**

Required Processing Fee: \$50

No Fee for **Nonprofit Type Change**.

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at [sos.oregon.gov/business](http://sos.oregon.gov/business), using the Business Name Search program.