



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
www.filinginoregon.com

Registry Number: 095965-94
Type: DOMESTIC NONPROFIT CORPORATION

Next Renewal Date: 08/01/2011

PLAYA
PO BOX 10008
EUGENE OR 97440

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document
RESTATED ARTICLES

Filed On
07/26/2011

Jurisdiction
OREGON

Nonprofit Type
PUBLIC BENEFIT

Name
PLAYA

Principal Place of Business
2888 ARLINE WAY
EUGENE OR 97403

Registered Agent
DAVID ATKIN
590 W 13TH AVE
EUGENE OR 97401

Mailing Address
PO BOX 10008
EUGENE OR 97440

President
JULIE BRYANT
2888 ARLINE WAY
EUGENE OR 97403

Secretary
BILL ROACH
2888 ARLINE WAY
EUGENE OR 97403

506 # 165 #105



Phone: (503) 986-2200
Fax: (503) 378-4381

Restated Articles of Incorporation—Business/Professional/Nonprofit

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
filling@Oregon.com

Check the appropriate box below:

- BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)
- NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED

JUL 26 2011

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 095965-94

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.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

- 1) NAME OF CORPORATION PRIOR TO AMENDMENT Playa
- 2) NEW NAME OF THE CORPORATION (if changed) _____
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____
These amendments were duly adopted by the board of directors.

The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was _____
The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____ These amendments were duly adopted by the board of directors.

The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was _____
The vote of the members 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

6) EXECUTION

Signature: Douglas Beauchamp Printed Name: DOUGLAS BEAUCHAMP Title: Treasurer & Exec. Dir.

7) CONTACT NAME (To resolve questions with this filing.)

David Atkin

DAYTIME PHONE NUMBER (Include area code.)

541-342-6336

FEES

Required Processing Fee \$50
Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

PLAYA



9596594-12849703

RSTART

**NONPROFIT
RESTATED
ARTICLES OF INCORPORATION
OF
PLAYA**

The following Restated Articles of Incorporation supersede the existing Articles of Incorporation and all amendments thereto.

**ARTICLE I
NAME AND DURATION**

The name of the corporation is Playa. Its duration is perpetual.

**ARTICLE II
TYPE OF CORPORATION**

This corporation is a public benefit nonprofit corporation.

**ARTICLE III
REGISTERED AGENT
AND STREET ADDRESS OF REGISTERED AGENT**

The Registered Agent of the corporation is David E. Atkin, Attorney. The address and location of the Registered Agent is Nonprofit Support Services, 590 W. 13th Avenue, Eugene, OR 97401. This address is for the service of legal process and papers.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the Registered Agent is Nonprofit Support Services, P.O. Box 10008, Eugene, Oregon 97440. This is the address for mailing notices.

**ARTICLE V
VOTING MEMBERS**

Playa does not have voting members as defined in Chapter 65 of the Oregon Revised Statutes.

**ARTICLE VI
DIRECTORS**

Directors will be elected as stated in the bylaws of the organization.

**ARTICLE VII
PURPOSE AND POWERS**

This corporation is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

The corporation will have all the following powers:

- A. To conduct its business, carry on its operations, and have offices and exercise all of the powers granted by Oregon Law.
- B. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

**ARTICLE VIII
NO INFLUENCING OF LEGISLATION OR POLITICAL CAMPAIGNS**

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 intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IX
NO PRIVATE BENEFIT**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 set forth in these Articles of Incorporation.

**ARTICLE X
RESTRICTIONS ON PRIVATE OPERATING FOUNDATION ACTIVITIES**

If at any time the corporation is determined by the IRS to be a Private Operating Foundation, the corporation, in the conduct of its affairs, shall comply at all times with IRS rules and regulations governing Private Operating Foundations including:

- A. The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provision of any subsequent federal tax laws.
- B. The corporation shall not retain any excess business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.
- C. The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent federal tax laws.
- D. The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

The foregoing restrictions shall be in addition to any other prohibitions and limitations set forth in these Articles of Incorporation, as well as any limitations which may be set forth in the Bylaws of the corporation.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

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ARTICLE XII
INDEMNIFICATION

The corporation will indemnify its directors and officers to the fullest extent allowed by current or future Oregon law or federal law, provided, however, that in the event of a settlement, the Board of Directors must approve any settlement in advance.

The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future Oregon law or federal law.

ARTICLE XIII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The requirements for amending the Articles of Incorporation shall be those stated in the bylaws.

I, the undersigned officer of the corporation, hereby certify under penalty of perjury that I have examined these Restated Articles of Incorporation and that they are the full and complete Restated Articles of Incorporation of Playa.

Dmitry Beauchamp

Signature

JUNE 25 2011

Date

Playa
Treasurer
+ ED.