

RESTATED
ARTICLES OF INCORPORATION
OF
OREGON DENTAL HYGIENISTS' ASSOCIATION

The Board of Directors adopt the following Restated Articles of Incorporation.

ARTICLE I

The name of the corporation is OREGON DENTAL HYGIENISTS' ASSOCIATION.

ARTICLE II

The corporation is a mutual benefit corporation.

ARTICLE III

The corporation is organized and shall be operated exclusively for purposes permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("IRC").

ARTICLE IV

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under IRC Section 501(c)(6). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE V

In the event of the dissolution of the Association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence, exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such

manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE VI

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

ARTICLE VII

All directors of the corporation shall be elected at the time, in the manner and for the terms to be set forth in the corporation's bylaws.

ARTICLE VIII

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation 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 the amendment.

ARTICLE IX

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act 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, officer, employee or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the board of directors has taken such action as required by ORS 65.404, including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agent and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members or other document or arrangement.

ARTICLE X

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, or the Oregon Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

ARTICLE XI

The address of the corporation's registered office and the name of its initial registered agent at that location are:

Michele Wasson
760 SW 9th Avenue, Suite 3000
Portland, OR 97205

ARTICLE XII

The principal corporate mailing address to which notices may be mailed is:

Oregon Dental Hygienists' Association
6745 SW Hampton #101
Portland, OR 97223

DATED: _____, 2016.

_____, Secretary