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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: OCT 5, 2021 OREGON SECRETARY OF STATE



34635086-22633687

HOUSING DEVELOPMENT CENTER, ... AMDART

REGISTRY NUMBER: 346350-86

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.

1) ENTITY NAME: Housing Development Center, Inc.

2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.) Article III - see attached

3) THE AMENDMENT WAS ADOPTED ON: See attached (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) CHECK THE APPROPRIATE STATEMENT:

[X] 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:

Table with 5 columns: 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:

DocuSigned by:

Traci Manning

Traci Manning

Interim Executive Director

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

Meredith Bowie

PHONE NUMBER: (Include area code.)

503-528-5182

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, using the Business Name Search program.

ARTICLE III

PURPOSES AND POWERS

The Corporation is organized, and shall be operated, exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

The Corporation shall have the power to directly or indirectly acquire, own, develop, ~~rehabilitate, operate, and sell low and moderate-income housing projects~~ and to provide project development and related assistance to nonprofit development corporations and other nonprofit groups developing low and moderate-income housing projects. Subject to the foregoing purposes and the restrictions set forth herein, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.



Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

SEP 05 2017

OREGON SECRETARY OF STATE

REGISTRY NUMBER:

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

1) NAME OF CORPORATION: Housing Development Center, Inc.

2) NEW NAME OF THE CORPORATION: (If changed)

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

[X] The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was 9/28/1998. 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:

Table with 5 columns: 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.)

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:

Joni-Marie A. Hartmann Executive Director

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

Meredith Bowie

PHONE NUMBER: (Include area code.)

503-335-3668 x 101

HOUSING DEVELOPMENT CENTER, INC. Barcode 34635086-18282122 RSTART

RESTATED ARTICLES OF INCORPORATION
OF
HOUSING DEVELOPMENT CENTER, INC.

Housing Development Center, Inc., an Oregon nonprofit corporation, adopts the restated articles of incorporation set forth below.

ARTICLE I

NAME AND DURATION

The name of the Corporation shall be Housing Development Center, Inc., and its duration shall be perpetual.

ARTICLE II

TYPE OF NONPROFIT CORPORATION

The Corporation shall be a public benefit Corporation under the Oregon Nonprofit Corporation Act.

ARTICLE III

PURPOSES AND POWERS

The Corporation is organized, and shall at all times be operated, exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The Corporation shall provide project development and related assistance to nonprofit development corporations and other nonprofit groups developing low and moderate income housing

projects. Subject to the foregoing purposes and the restrictions set forth herein, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

ARTICLE IV

RESTRICTIONS

The assets of the Corporation are irrevocably dedicated to charitable and educational purposes, and no part of the net income or other assets of the Corporation shall ever inure to the benefit of or be distributed to any director or officer or any other private person, 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 Article III hereof.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of any candidate for public office.

It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code, which is other than a private foundation as defined in section 509(a) thereof, and to which contributions are

deductible for federal income, estate, and gift tax purposes under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) thereof. These Articles of Incorporation shall be construed, and all powers and activities of the Corporation shall be limited, accordingly. Notwithstanding any provision of these Articles of Incorporation, the Corporation shall not engage in any activities which are not permitted for a corporation having such status.

ARTICLE V

MEMBERS

The Corporation shall not have members within the meaning of the Oregon Nonprofit Corporation Act. The Corporation may nevertheless classify certain persons associated with the Corporation as nonvoting "members," who shall not be members as defined in the Oregon Nonprofit Corporation Act and who shall have only such rights and privileges as may be provided in the bylaws of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its board of directors. The number and terms and manner of appointment or removal of directors shall be as provided in the bylaws of the Corporation.

ARTICLE VII

DISSOLUTION

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation remaining after payment of or provision for the liabilities and obligations of the Corporation shall be distributed exclusively to qualified charitable organizations determined by the board of directors. Any assets not so distributed shall be disposed of by the Multnomah County Circuit Court to such qualified charitable organizations as the court shall determine.

For purposes of these Articles of Incorporation, a "qualified charitable organization" means an organization which is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation as defined in section 509(a)(1) or (2) thereof. References in these Articles of Incorporation to the Internal Revenue Code are to the United States Internal Revenue Code of 1986, as amended, and shall be deemed to refer to any corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

LIABILITY OF DIRECTORS AND UNCOMPENSATED OFFICERS

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, a director or uncompensated officer of the Corporation shall not be liable to the Corporation for

monetary damages for conduct as a director or officer. No repeal or amendment of this provision shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment.

ARTICLE IX

INDEMNIFICATION

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, the Corporation shall indemnify any Director or Officer who has made a Party to a Proceeding because the individual is or was a Director or Officer against Liability incurred in the Proceeding, including without limitation advancement of Expenses. Capitalized terms used in the preceding sentence shall have the meaning assigned to such terms in the Oregon Nonprofit Corporation Act.


ARTICLE X

AMENDMENT

The board of directors may amend or repeal these articles of incorporation or adopt new articles of incorporation, by the affirmative vote of two-thirds of the directors then in office, at any meeting of the board of directors. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the articles of incorporation and shall contain a copy or summary of the proposed amendment.

34635086

The foregoing restated articles of incorporation were
duly adopted by the board of directors on Sept. 28,
1998.



Alan Black, Secretary/Treasurer