

RESTATED ARTICLES OF INCORPORATION
of
WILLAMETTE TABLE TENNIS CLUB

ARTICLE 1 • NAME AND DURATION

The name of the corporation is Willamette Table Tennis Club and its duration shall be perpetual.

ARTICLE 2. PURPOSES AND POWERS

A. The corporation is a public corporation within the meaning of the Oregon Nonprofit Corporation Act, as amended (the “Act”).

B. Willamette Table Tennis Club (WTTC) is organized and operated for educational purposes and to foster national and international amateur sports, and specifically to promote table tennis for members and non-members; to hold tournaments; to promote the sport nationally and internationally; to be a member of the United States Table Tennis Association (USTTA); to promote and teach table tennis to children; and to promote table tennis in general. The organization may engage in any lawful activity for which corporations may be organized under the Act.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization not allowed for a mutual benefit non-profit corporation, as determined by State or Federal law, or by U.S. Tax code.

D. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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. 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 any candidate for public office.

ARTICLE 3. 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 Section B 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 4. NUMBERS

The corporation shall have such members with such rights and responsibilities as provided in the bylaws of the corporation.

ARTICLE 5. AFFILIATION

WTTC will maintain affiliation with the United States Table Tennis Association and adhere to the rules and regulations governing standards of play.

ARTICLE 6. PUBLIC ACCESS

The accessibility of WTTC will be open to the public and not exclusive. A playing site will always be maintained.

ARTICLE 7. DISSOLUTION

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, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for the purposes of this corporation, as shall at that time be determined by the Board of Directors. 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.

ARTICLE 8. AMENDMENTS

These Articles of Incorporation may from time to time be amended by the Board of Directors 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 the purposes set forth herein.

ARTICLE 9. CHARTER MEMBERS

A. The club shall start with this charter Board of Directors: Ben Bednarz, President; Jeff Faville, Vice-President; Jay Hoffman, Outgoing 2nd Vice-President; Yan Huang, Incoming Treasurer; Greg Pramuk, Secretary; Doug Clark, incoming Director of Public Relations.

B. The club shall start with these charter members: Bob Van Slyke, Don Wimer, Lonnie Diller, Sean Shim, Michael Chen, Matthew Barnes, Jon Pierce, Sam Johnston, Andy Berning.

CERTIFICATE ACCOMPANYING RESTATED
ARTICLES OF INCORPORATION
OF
WILLAMETTE TABLE TENNIS CLUB

WILLAMETTE TABLE TENNIS CLUB, an Oregon nonprofit corporation (the “corporation”) with members, furnishes this Statement in connection with the filing of Restated Articles of Incorporation, dated _____ 2006.

1. The name of the corporation is WILLAMETTE TABLE TENIS CLUB.
2. The Restated Articles of Incorporation were adopted on March 21, 2006, at a meeting of the directors and as a result of a vote of active players in the club.

IN WITNESS WHEREOF, the said corporation has caused this Statement to be signed by Ben Bednarz, its President, and Greg Premuk, its Secretary, this _ day of __, 2006.

WILLAMETTE TABLE TENNIS CLUB
an Oregon nonprofit corporation

By _____
President

By _____
Secretary