

**RESTATED ARTICLES OF INCORPORATION
OREGON BUSINESS EDUCATION ASSOCIATION**

These are the Restated Articles of Incorporation of the Oregon Business Education Association. On July 16, 1993, these Restated Articles were approved by a unanimous vote after discussion at the Summer Planning Meeting of the Executive Board. The name change from Oregon Business Education Association to Oregon Business and Management Educators was approved by a vote of the membership in January 1996. The name change from Oregon Business and Management Educators back to Oregon Business Education Association was approved by a vote of the membership on November 30, 2007.

ARTICLE I

The name of this Corporation is Oregon Business Education Association. Its duration shall be perpetual.

ARTICLE II

The Corporation is a mutual benefit Corporation.

ARTICLE III

The address of the Corporation is 7925 NW Oxbow Drive, Corvallis, OR 97330, and the name of the registered agent is Mary Ann Lammers.

ARTICLE IV

Any person interested in business education may become a member of the Oregon Business Education Association. Types of and conditions for membership will be specified in the Bylaws.

ARTICLE V

Upon any liquidation, dissolution, or winding up of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the directors will distribute and transfer all remaining assets of the Corporation to an organization which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code and has like purposes, powers, and restrictions as stated herein.

ARTICLE VI

The purpose for which the Corporation is organized is:

1. Purpose. To promote in every practical way the welfare of business education and career and technical education in all its phases and in line with the best interests of students, teachers, employers, and others concerned.

2. Powers. In order to carry out the purpose, the Corporation may engage in any lawful activity, none of which is for profit, for which Corporations may be organized under Oregon Revised Statutes Chapter 65.

3. Restrictions. The Corporation will never engage in any business or activity other than as may be incidental to and for the purpose of carrying out the purposes for which the Corporation is formed. These Articles of Incorporation are intended to comply with Section 501 (c) (3) and Section 509 (a) (3) of the Internal Revenue Code, and Oregon Revised Statutes Chapter 65, and the activities of the Corporation are limited to those things which are permitted of such a Corporation.

ARTICLE VII

The Corporation is organized as a nonprofit Corporation, without capital stock, pursuant to the Oregon Nonprofit Corporation Act, Oregon Revised Statute Chapter 65. The Corporation is not organized for profit. No gains, profits, or dividends will be distributed to any private person and no part of the net earnings, funds, or assets of the Corporation will inure to the benefit of any private person or individual, or any other person, firm, or corporation. No part of the activities of the Corporation will consist of carrying on propaganda nor will it participate in, or intervene in, or publish or distribute statements concerning any political campaign on behalf of any candidate for public office in or outside the United States.

ARTICLE VIII

The directors and uncompensated officers of the Corporation will not be subject to personal liability for conduct as directors or officers except for 1) any breach of the directors' or officers' duty of loyalty to the Corporation or its members; 2) acts of omissions not in good faith or which involve intentional misconduct or are a knowing violation of law; 3) any unlawful distribution; 4) any transaction from which the director or officer derive an improper personal benefit; 5) any act of omission in violation of ORS Chapter 65. The directors and the uncompensated officers of the Corporation will not be subject for which the laws hereafter provide for a director's or uncompensated officer's immunity from liability if the conduct is authorized by the Articles of Incorporation or otherwise. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of a director's or officer's liability is permitted will affect the liability of a director or uncompensated officer as to any act or omission which occurs prior to the effective date of the amendment.

THESE RESTATED ARTICLES OF INCORPORATION WERE AUTHORIZED BY THE EXECUTIVE COUNCIL OF THE OREGON BUSINESS EDUCATION ASSOCIATION ON JANUARY 26, 2008.

IN WITNESS THEREOF I HAVE SIGNED THIS 26TH DAY OF JANUARY 2008.

TWILA LEHMAN, PRESIDENT

MICHAEL MORRELL, SECRETARY

Revised January 2008