

**RESTATEMENT OF
ARTICLES OF INCORPORATION**

**Northwest Academic Computing Consortium, Inc.
a Nonprofit Corporation**

ARTICLE I

The name of the Corporation is Northwest Academic Computing Consortium, Inc. ("NWACC").

ARTICLE II

The duration of this Corporation shall be perpetual.

ARTICLE III

The Corporation is organized under and by virtue of Chapter 65, Oregon Revised Statutes, "Non-Profit Corporations," the laws of the State of Oregon. This Corporation is intended to qualify as a supporting organization as described in Section 509(a)(3) of the Internal Revenue Code of 1986, or any corresponding provision of any future United States Internal Revenue Law (the "Code"), and this Corporation is intended to be exempt from federal income taxation under Section 501(c)(3) of the Code. These articles shall be construed accordingly, and all powers and authority of the Board of Directors shall be limited accordingly. The Board of Directors shall have the power to amend these articles in order to comply with the requirements of Section 509(a)(3) and 501(c)(3) of the Code and the regulations thereunder, and any such amendment shall be deemed effective as of the date of formation of this organization.

The Corporation is organized, and at all times hereafter shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, organizations named in the Corporation's Bylaws that are exempt from taxation under Section 501(c)(3) and 509(a)(1) or (2) of the Code (hereinafter "supported organizations"). Within this broad general purpose, the specific goals and objectives of the Corporation shall be to benefit and support the supported organizations by:

- A. Providing a mechanism for the cooperation and collaboration of institutions of higher education, groups of higher education institutions, government, and nonprofit organizations (or sub-units thereof) in the Pacific Northwest Region of the United States and nearby areas to improve the access to and use of advanced information technology resources in instruction and research.
- B. Applying for, accepting, and managing grants or contracts from public and private agencies or individuals consistent with the objectives of the corporation.

ARTICLE IV

This Corporation is a nonprofit corporation and shall have no capital stock.

ARTICLE V

This corporation is a public benefit corporation.

ARTICLE VI

This corporation will have members. The Corporation shall be operated, supervised and controlled by the members that are supported organizations designated in accordance with the Corporation Bylaws and Article III above. The Corporation shall not engage in any activities that are not in furtherance of the purposes referred to in these Articles. The Corporation shall not operate to support or benefit any organization other than the supported organizations designated in the Corporation's Bylaws.

ARTICLE VII

The Member Representative designated by the chief executive officer of each Member Institution shall be entitled to serve on the Board of Directors. Member institutions that have failed to pay the annual membership assessment shall be barred from voting until the assessment has been paid. A member who has been so barred from voting for 12 months shall forfeit membership. The members of the Board of Directors will not be compensated for their services, but they may be reimbursed for expenses incurred in conjunction with their service on the Board.

ARTICLE VIII

To the extent allowed by the laws of Oregon, the Directors of this Corporation shall have no personal liability for monetary damages for their conduct as Directors.

ARTICLE IX

Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to organizations organized and operated for scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code now in effect or afterward as amended as the Directors of the Corporation shall determine. Any such assets not so distributed shall be distributed by the Circuit Court of the county in which the registered office of the corporation is then located to another organization to be used in such a manner as in the judgment of such court will best accomplish the general purposes for which the Corporation was organized.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 Article III hereof. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)-(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XI

Amendment of the Articles

These Articles may be amended or repealed and new Articles adopted by a vote of a majority of voting members of the Board of Directors..

ARTICLE XII

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Northwest Academic Computing Consortium, Inc., an Oregon nonprofit corporation, and that the foregoing RESTATED ARTICLES OF INCORPORATION, comprising of four (4) pages, this page inclusive, constitute the RESTATED ARTICLES OF INCORPORATION of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on _____, 20 ____ .

By _____

Signature _____

Title _____

Date _____

State of _____)

) ss.

County of _____)

Personally appeared _____, who, being duly sworn, did say that he or she is the Secretary-Treasurer of Northwest Academic Computing Consortium, Inc., a nonprofit corporation, and that these Articles were signed on behalf of the corporation by the authority of its Board of Directors; and he or she acknowledged these Articles to be the corporation's voluntary act and deed.

Notary Public

My Commission Expires: _____