

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CANDLELIGHTERS FOR CHILDREN WITH CANCER**

These Restated Articles of Incorporation amend and restate in their entirety the Articles of Incorporation of Candlelighters for Children with Cancer, an Oregon Nonprofit Corporation, in accordance with Section 65.451 of the Oregon Nonprofit Corporation Act.

ARTICLE I. NAME

The name of the Corporation is CANDLELIGHTERS FOR CHILDREN WITH CANCER (the "Corporation") and its duration shall be perpetual.

ARTICLE II. TYPE OF NONPROFIT CORPORATION

The Corporation is a public benefit corporation under the Oregon Nonprofit Corporation Act (the "Act").

ARTICLE III. PURPOSES AND POWERS

3.1 The Corporation is organized and operated exclusively for charitable and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including without limitation providing support, education, advocacy, and hope for children who have or have had cancer.

3.2 The Corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under the Act, subject to the limitations and conditions prescribed by law, or in the Corporation Bylaws or these Restated Articles of Incorporation.

ARTICLE IV. LIMITATIONS

4.1 The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or any private individual, 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 organization's purposes pursuant to Section 501(c)(3) of the Code.

4.2 Notwithstanding any other provision of these Articles of Incorporation, the corporation may not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under IRC §501(c)(3) and (b) by a corporation contributions to which are deductible under IRC §§170(c)(2), 2055(a)(2), and 2522(a)(2). No part of the net earnings of the corporation may inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation may consist of carrying on propaganda, or otherwise attempting, to influence legislation, except as may be permitted under

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IRC §501(h), and the corporation will not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V. NO MEMBERS

The Corporation shall have no members as that term is defined in the Act.

ARTICLE VI. DIRECTORS

The management of the Corporation will be vested in a board of directors. The number, qualifications, term of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the Bylaws of the Corporation.

ARTICLE VII. LIABILITY OF DIRECTORS

The personal liability of each director and uncompensated officer of the Corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future law.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent provided in the Act, any director or officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a director or officer of the Corporation.

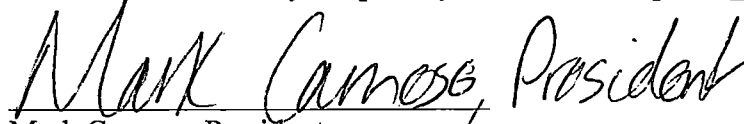
ARTICLE IX. DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution or final liquidation of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the board of directors shall distribute any remaining assets of the Corporation exclusively to one or more organizations with similar purposes that are recognized as exempt under Sections 501(c)(3) of the Code.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended as provided by the Act.

IN WITNESS WHEREOF, the undersigned President of the Corporation hereby certifies that these restated articles contain amendments that require membership approval and that these amendments were duly adopted by the membership this 27 day of January 2015.


Mark Carnese, President



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

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REGISTRY NUMBER: 119543-10

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.

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

1) NAME OF CORPORATION: Candlelighters For Children With Cancer

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

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

4) CHECK THE APPROPRIATE STATEMENT:

The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was. 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 01/27/2015.

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. Row 1: 1, [blank], [blank], [blank], [blank]

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: Mark Carnese

Printed Name: Mark Carnese

Title: President

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

Shannon Gianola, Executive Director

PHONE NUMBER: (Include area code.)

(503) 781-8100

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