

**RESTATED ARTICLES OF INCORPORATION
OF
OREGON COLLEGE OF ORIENTAL MEDICINE**

An Oregon Nonprofit Corporation

December 13, 2004

Pursuant to the provisions of the Oregon Nonprofit Corporation Act, the undersigned corporation adopts the following restated articles of incorporation (the “Restated Articles of Incorporation”):

ARTICLE I

The name of this corporation (the “Corporation”) is Oregon College of Oriental Medicine, and its duration is perpetual.

ARTICLE II

The Corporation is a public benefit corporation.

ARTICLE III

The purposes for which the Corporation is organized are:

- A. Exclusively educational, charitable, and scientific;
- B. To provide educational programs encompassing all aspects of acupuncture and Oriental medicine;
- C. To provide acupuncture and Oriental medical services to members of the community in connection with its educational programs;
- D. To operate OCOM and its related programs, all of which are dedicated to its educational mission through such related activities as are desirable and proper within the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and related provisions;
- E. To engage in all other activities of a corporation that is primarily supported by contributions of the general public and that is organized and operated exclusively for charitable, scientific, literary, and educational purposes; and
- F. To do and perform such acts as may be necessary or appropriate for carrying out the foregoing purposes of the Corporation and in connection therewith to exercise any of the powers granted to nonprofit corporations by the Oregon Nonprofit Corporation Act;

provided, however, that no part of the net earnings of the Corporation shall inure to the benefit of any private person or organization, that no substantial part of the activities of the Corporation shall be the carrying on or disseminating of propaganda, or otherwise attempting to influence legislation, and that the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV

The Corporation has no members.

ARTICLE V

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation shall be first applied to pay and discharge all liabilities and obligations of the Corporation, and assets held by the Corporation requiring return, transfer, or conveyance in case of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements. In accordance with a plan of liquidation adopted by the Board of Trustees, any remaining assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes, or to an organization or organizations engaged in activities substantially similar to those of this Corporation; provided that such organization or organizations have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and provided further that no assets shall be distributed to any organization where the net earnings of the organization inure to the benefit of any private person or organization, or where a substantial part of the activities of the organization is the disseminating of propaganda or otherwise attempting to influence legislation.

ARTICLE VI

A. The Board of Trustees shall be divided into three groups as nearly equal in number as possible. One group shall consist of current trustees whose term of office expires on the date of the annual meeting of the Board of Trustees to be held in the calendar year 2005. One group shall consist of current trustees whose term of office expires on the date of the annual meeting of the Board of Trustees to be held in the calendar year 2006. One group shall consist of current trustees whose term of office expires on the date of the annual meeting of the Board of Trustees to be held in the calendar year 2007.

B. The term of office of each group of trustees shall thereafter be three years from the expiration date of each group of trustees [For example, the term of office of trustees whose term expires in 2005 will thereafter expire in 2008, 2011, 2014, etc.; the term of office of trustees whose term expires in 2006 will thereafter expire in 2009, 2012, 2015, etc.; and the term of office of trustees whose term expires in 2007 will thereafter expire in 2010, 2013, 2016, etc.], or until they are reelected or until their successors are elected or appointed and take office.

C. After the expiration of the term of trustees set forth in paragraph A of this Article VI, trustees shall be elected or appointed at meetings of the Board of Trustees.

ARTICLE VII

To the fullest extent permitted under the Oregon Nonprofit Corporation Act, as it now exists or may hereafter be amended, 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 of or amendment to this Article VIII shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment. Notwithstanding the foregoing, this Article shall not eliminate or limit the liability of a director or officer for: (a) any breach of the director’s or officer’s duty of loyalty to the Corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the director or officer derived an improper personal benefit; or (e) any act or omission in violation of ORS 65.361 to 65.367 (i.e., conflicts of interest, loans and guarantees to trustees or officers, and unlawful distributions).

ARTICLE VIII

Neither the Corporation nor the school operated by the Corporation shall discriminate on the basis of race, color, sex, national and ethnic origin, sexual orientation, or any other extraneous conditions not directly and substantially related to the effective performance.

ARTICLE IX

These Restated Articles of Incorporation supersede the heretofore existing Articles of Incorporation and any amendments thereto.

Dated: December 13, 2004

**OREGON COLLEGE OF ORIENTAL
MEDICINE**

By  _____

Its Chairperson _____