

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
QUECHUA BENEFIT, A NONPROFIT CORPORATION**

**ARTICLE I**

The name of the corporation is “Quechua Benefit.” The words “a Nonprofit Corporation” shall no longer be included in the name of the corporation.

**ARTICLE II**

The corporation is a public benefit corporation.

**ARTICLE III**

The corporation is organized and shall be operated exclusively for purposes permitted by §501(c)(3) of the Internal Revenue Code of 1986, as amended (IRC). The mission of the corporation is to provide goods and services such as dental care, clothing, medicine, shelter, food and sociological services to the Quechua population living in the Peruvian highland regions of the Andes Mountains, whose communities depend on the breeding and raising of alpacas for a substantial portion of their livelihood. The corporation principally serves the children of the Quechua people, with a goal of creating sustainable solutions that nurture life skills and deliver hope for the future through education.

**ARTICLE IV**

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall 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 shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, except as may be permitted under IRC §501(h), and the corporation shall 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**

On the dissolution or final liquidation, after the payment or provision for payment of all the liabilities of the corporation, the remaining assets of the corporation shall be distributed to one or more organization or organizations selected by the Board of Directors that are then described in IRC §§501(c)(3), 170(c)(2), 2055(a)(2) and 2522(a)(2) and/or to the United States or any state for exclusively public purposes as the Board of Directors shall determine.

## **ARTICLE VI**

The corporation does not have members.

## **ARTICLE VII**

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or an officer unless the Oregon Nonprofit Corporation Act prohibits eliminating or limiting the liability of a director or an officer for the particular act or omission. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or an officer for any act or omission that occurs before the effective date of the amendment.

## **ARTICLE VIII**

The corporation shall indemnify to the fullest extent not prohibited by law any current or former director or officer of the corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation or serves or served at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (a) the person's good-faith belief that the person is entitled to indemnification under this Article and (b) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article.

No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs before the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of the members or other document or arrangement.

## **ARTICLE IX**

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, or the Oregon Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

These Amended and Restated Articles of Incorporation are adopted by the Board of Directors as of this 3rd day of December 2008.

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Mario Pedroza, Director