



Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310 4227

FILED: MAR 18, 2024  
OREGON SECRETARY OF STATE



14751382-26027343

REGISTRY NUMBER: 147513-82

FANCONI CANCER FOUNDATION

RSTART

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.

For office use only

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

1) NAME OF CORPORATION: Fanconi Anemia Research Fund

2) NEW NAME OF THE CORPORATION: (If changed) Fanconi Cancer Foundation

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 March 8, 2024. These amendments were duly adopted by the board of directors.

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The vote of the members was as follows:

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

5) EXECUTION: (Must be signed by at least one officer or director.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. 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:

Printed Name:

MARK QUINLAN

Title:

EXECUTIVE DIRECTOR

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

Mark Quinlan

PHONE NUMBER: (Include area code.)

541-687-4658

FEES
Required Processing Fee \$50
Processing Fees are nonrefundable. Please make check payable to "Corporation Division."
Free copies are available at <a href="http://sos.oregon.gov/business">sos.oregon.gov/business</a> , using the Business Name Search program.

**NONPROFIT**  
**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**FANCONI CANCER FOUNDATION**

We, the Board of Directors of Fanconi Cancer Foundation, adopt the following Restated Articles of Incorporation and do hereby certify:

**ARTICLE I**  
**NAME AND DURATION**

The name of the corporation is Fanconi Cancer Foundation. Its duration is perpetual.

**ARTICLE II**  
**TYPE OF CORPORATION**

This corporation is a public benefit corporation.

**ARTICLE III**  
**REGISTERED AGENT AND STREET ADDRESS OF REGISTERED AGENT**

The corporation's Registered Agent is Mark Quinlan, and he has consented to this appointment. The address and location of the Registered Agent is 360 E. 10<sup>th</sup> Ave. Suite 201, Eugene, OR. 97401. This is the address for the service of legal process and papers.

**ARTICLE IV**  
**MAILING ADDRESS**

The mailing address of the Registered Agent is 360 E. 10<sup>th</sup> Ave. Suite 201, Eugene, OR. 97401. This is the address for mailing notices.

**ARTICLE V**  
**VOTING MEMBERS**

Fanconi Cancer Foundation shall not have voting members as defined in Chapter 65 of the Oregon Revised Statutes.

**ARTICLE VI**  
**DIRECTORS**

Directors will be elected as stated in the corporation's bylaws.

ARTICLE VII  
PURPOSE AND POWERS

This corporation is organized exclusively for charitable and educational purposes within the meaning of section §501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue law).

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, or corresponding provisions of any future federal tax code, or (b) by a corporation whose contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1. The corporation shall have only those powers described by law that are necessary and incidental to fulfilling the above-described purposes, including the following:
  - A. To make distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code (or corresponding provisions in any future federal tax code).
  - B. To conduct its business, carry on its operations, and have offices and exercise the powers granted by Oregon law, or hereafter conferred by the State of Oregon, including but not limited to the power of contract, the power to buy, rent, lease, or otherwise acquire personal or real property, and the power to make capital improvements and major repairs to such physical facilities and equipment as the corporation may acquire or utilize for its purposes, whether or not such powers are enumerated in these Articles of Incorporation
  - C. To make and alter Bylaws, not inconsistent with the Articles of Incorporation or with the laws of this state, for the administration and regulation of the corporation's affairs.

ARTICLE VIII  
NO PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable competition for service rendered and to make payments and distributions in furtherance of the purpose outlined in these Restated Articles of Incorporation.

ARTICLE IX  
RESTRICTION ON POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall be used in carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X  
DISSOLUTION OF ASSETS

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed or shall be disposed by the Circuit Court of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated solely to that purpose.


ARTICLE XI  
INDEMNIFICATION

The corporation will indemnify to the fullest extent permitted by law, any person who has been made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, because the person is or was a Director or Board Officer of the corporation. They shall be indemnified for all expenses and liabilities arising from such actions, suits, or proceedings, whether or not they are still a Director or Board Officer when such costs are incurred. Provided, however, that the Board of Directors must determine in each specific case, that such indemnification is permissible because the Director or Board Officer has met the standard of conduct outlined in the relevant section of the Oregon Revised Statutes, ORS 65.391, or any future versions of these provisions. Further, indemnification is not available in connection with an action, suit, or proceeding by or in the corporation's right in which the Director or Board Officer was adjudged liable to the corporation. Further provided, however, that in the event of a settlement, the Board of Directors must approve any settlement in advance. To the full extent permitted by law, no person who has been or shall become a duly elected or appointed Director or Board Officer of the corporation shall be personally liable to the corporation for monetary damages for conduct as a Director or Board Officer, provided that the applicable standards of conduct of the Oregon Nonprofit Corporation Act are met.

ARTICLE XII  
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The requirements for amending the Articles of Incorporation shall be stated in the corporation's Bylaws.

I, the undersigned officer of the corporation, herby certify under penalty of perjury that I have examined these Restated Articles of Incorporation and that are full and complete Restated Articles of Incorporation for the Fanconi Cancer Foundation as validly adopted, unanimously, by our Board of Directors on March 8, 2024.

DocuSigned by:  
  
C9C8E37B373D43E

\_\_\_\_\_  
Signature- John Connelly, Secretary

3/8/2024

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Date Signed