

**Western States Air Resources Council (WESTAR)—Oregon Registry Number 169504-87**  
**Articles of Association-Restated**  
**Motion for Approval by the Members**

**Members Meeting of April 26, 2017**

The Members of the Western States Air Resources Council (WESTAR), pursuant to the Oregon Nonprofit Corporations laws (Oregon Revised Statutes chapter 65) and Article 12 of the Articles of Association, hereby restate the Articles of Association to read as contained in the attached “Articles of Association-Restated April 26, 2017,” and hereby authorize the Executive Director/Secretary to deliver the Restated Articles to the Oregon Office of the Secretary of State along with the required Certificate.

Adopted this 26th day of April 2017

Motion to adopt the Restated Articles of Association of April 26, 2017:

Moved by: Dave Collier

Seconded by: Terry O’Clair

Vote: 12 in favor; 0 against

Recorded by:

Mary Uhl  
Mary Uhl, Executive Director/Secretary

**Western States Air Resources Council (WESTAR)—Oregon Registry Number 169504-87**  
**Articles of Association-Restated April 26, 2017**

**Article 1—Name:** The name of the corporation is: Western States Air Resources Council.

**Article 2—Type:** This corporation is a mutual benefit corporation.

**Article 3—Members:** This corporation will have members.

**Article 4—Distribution of Assets on Dissolution:** Upon dissolution, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed pro rata among the then member agencies that are then able and willing to accept the liquidation distribution of the corporation's assets. However, if all of the then member agencies are (a) no longer in existence, (b) are no longer qualified distributees under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) are unable or unwilling to accept the distribution, then, upon dissolution of the corporation, the assets shall be distributed to a fund, foundation, or corporation that is organized and operated exclusively for the purposes specified in § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**Article 5—Amendment:** These Articles of Association may be amended at any business meeting where a quorum of voting members are present (*i.e.*, 3/4 of the total membership). Amendments will be introduced in accord with Robert's Rules, discussed and passed by vote of at least 2/3 of the voting members present.