

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE MOUNT BAKER COMMUNITY CLUB**

The undersigned, in order to amend and restate the Articles of Incorporation of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), as amended, hereby submits the following Restated Articles of Incorporation.

1. Name. The name of this corporation is The Mount Baker Community Club.
2. Duration. The period of the duration of this corporation is perpetual.
3. Purpose. The corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code. The purpose of the corporation shall be (1) to promote social welfare by initiating community activities, providing community information, and supporting community enhancements and (2) to help to instruct community members on subjects useful to the individual and beneficial to the community through the presentation and/or sponsorship of public discussion groups, forums, panels, lectures and other similar programs and educational activities.
4. Limitations. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and/or educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The Corporation shall not participate in, nor intervene in any political campaign, including the publishing or distribution of statements, on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

5. Bylaws. Provision for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws. New or amended Bylaws of the Corporation may be proposed by the Board of Directors and adopted by a vote of the members at any quarterly meeting of the Board of Directors so long as they are not inconsistent with the provisions of these Articles of Incorporation.

6. Members. The qualifications of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

7. Directors. The management of the Corporation shall be vested in a Board of Directors pursuant to the Washington Nonprofit Corporation Act, these Articles of Incorporation and the Corporation's Bylaws. The powers, duties, number, qualifications, terms of office, manner of election, time and criteria for removal, and time and place of meetings of the directors shall be as set forth in the Bylaws of the Corporation.

8. Dissolution. Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, selected by the Board of Directors, recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized.

9. Director Liability Limitations. To the extent authorized by the Washington Nonprofit Corporation Act, as it may be amended, a director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

Directors of the Corporation shall not be personally liable to the Corporation, or its members, for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the

director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

10. Indemnification. The Corporation shall indemnify its directors to the full extent permitted by the Washington Non-Profit Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of:

(a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; or

(b) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or further indemnification and expense advancement arrangements, as may be permitted by law, for the purpose of implementing these provisions. Such Bylaws, resolutions, or further arrangements shall include, but not be limited to, implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

11. Registered Agent and Office. The name and address of the registered agent and the registered office of the Corporation shall be as determined by the Board of Directors.

12. Amendments. These Articles of Incorporation may be amended as allowed by the Washington Non-profit Corporation Act and pursuant to the provisions set forth below so long as they are not inconsistent with said Act.

(a) Where there are members having voting rights with regard to a proposed amendment to these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either a quarterly or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in these Articles of Incorporation or the Corporation's Bylaws for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting are entitled to cast.

(b) Where there are no members, or no members having voting rights with regard to a proposed amendment to these Articles of Incorporation, the amendment shall be adopted at a meeting of the Board of Directors upon receiving the vote of a majority of the directors in office.

These Amended and Restated Articles of Incorporation shall amend and supercede the original Articles of Incorporation and all amendments thereto.

THE UNDERSIGNED, as president of the Corporation, has executed these Restated Articles of Incorporation under the penalty of perjury on March \_\_\_\_\_, 2003.

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_