

2/18/2015

UBI 601952920

RESTATED NON-PROFIT CORPORATION ARTICLES OF INCORPORATION  
PUGET SOUND GROUP OF NORTHWEST ARTISTS

These restated articles set forth all of the operative provisions of the articles of incorporation as amended. These restated articles supersede the articles of incorporation of PUGET SOUND GROUP OF NORTHWEST PAINTERS, as this corporation was formerly known before amending its name, filed in the office of the Washington Secretary of State April 23, 1999, and all amendments thereto.

Article I

The Name of this corporation is PUGET SOUND GROUP NORTHWEST ARTISTS.

Article II

The effective date of incorporation remains April 23, 1999.

Article III

The term of existence of this corporation shall be perpetual.

Article IV

The purpose for which this corporation is organized is to encourage, educate and promote a community of professional visual artists.

Article V

In the event of a voluntary dissolution, the net assets will be distributed to like charitable art association, art educational institutions and/or to art schools operated by state or local governments, as selected by the corporation's Board of Directors, for the provision of scholarships to art students and related educational and charitable pursuits within the meaning of section 501(c) (3) of the Internal Revenue Code.\

Article VI

This corporation shall have all powers which are consistent with the Washington Nonprofit Corporation Act, RCW Ch. 24.03 to undertake, alone or in combination with others, any lawful activity within the scope of section 501(c) (3) of the Internal Revenue Code which may be necessary or desirable for the furtherance of its purpose, including the investment of its assets.

Article VII

This corporation, in accordance with Federal tax laws for 501(c) (3) organizations, is prohibited from participating in any political campaign on behalf of or

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in opposition to any candidate for public office. This corporation, in accordance with Federal tax laws for 501(c)(3) organizations, may engage in lobbying for or against legislation only if such activities do not constitute a “substantial” portion of the organization’s activities.

#### Article VIII

The corporation has classes of members without voting rights and classes with voting rights, as set forth in its Bylaws, to elect the officers listed below and to amend the corporation’s governing documents, and to determine any other matter which the board of directors may elect to put to a vote of those members with voting rights. The members entitled to vote at a meeting in which a quorum (as defined in the Bylaws) is present shall elect, as a minimum, the following officers who shall be directors of the corporation ex officio for a term set forth in the Bylaws: President; Vice-president; Secretary; Treasurer. The Board of Directors may appoint other directors and/or officers as it sees fit. The management of the corporation is vested in the Board of Directors. Directors shall serve until their successors are elected or appointed.

#### Article IX

Directors and officers of the corporation shall not be personally liable to the corporation for money damages for conduct as a director or officer, except for intentional misconduct or acts or omissions from which the director or officer shall personally receive a benefit in money, property or services to which the director is not legally entitled.

#### Article X

Financial activities of the corporation are limited as follows: (1) the corporation shall have no capital stock, (2) no part of the earnings of the corporation shall inure in whole or in part or be for the benefit of or be distributable to any officer, director or other individual or organization, except an organization which is exempt from federal income taxation under sections 501(a) or 4501 (c) (3) of the Internal Revenue Code, provided that the corporation may pay reasonable compensation for services rendered to it, make reimbursement for reasonable expenses incurred on its behalf, and make payments and distributions in furtherance of its purpose, and (3) transactions of the corporation involving its directors are further limited as follows: The validity of a contract or other transaction between the corporation and any other entity shall not be affected by the fact that a director has an interest in the transaction by reason of being an owner, officer, director, trustee or otherwise having an interest in such entity, provided (a) the fact that a director has an interest in the transaction and the nature of and reasons for that interest shall be known by or disclosed to the other directors, and (b) the other directors, meeting without further participation of the interested director,

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shall determine that no alternative contract or transaction which does not produce such a conflict of interest is equally or more advantageous to the corporation.

**The name and address of the Washington State registered agent of the corporation is:**

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

Address:

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept service of process on behalf of the corporation, to forward mail to the corporation, and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

\_\_\_\_\_ Date: \_\_\_\_\_

[Printed name]

Seven incorporators of this corporation, under the name of PUGET SOUND GROUP OF NORTHWEST PAINTERS as it was then named, signed the original articles of incorporation April 6, 1999. By signing below in lieu of the original directors, all of the current directors, each of whose name and address is listed below, reaffirm the original incorporation and acknowledge this current document as the modified and restated successor.

Each of the current directors declares that he or she executes this document under penalties of perjury and that, to the best of his or her knowledge, it is true and correct:

\_\_\_\_\_, President / Address:

\_\_\_\_\_, Vice-president / Address:

\_\_\_\_\_, Secretary / Address:

\_\_\_\_\_, Treasurer / Address:

These Restated Articles of Incorporation were adopted unanimously at a meeting of the Board of Directors at which all directors were present on the \_\_\_\_ day of \_\_\_\_\_, 2015.

ATTEST:

\_\_\_\_\_

[Printed name], Secretary

Date: \_\_\_\_\_