

**RESTATED ARTICLES OF INCORPORATION
OF
NORTH SEATTLE FRIENDS CHURCH**

Pursuant to RCW 24.03.183 of the Washington Nonprofit Corporation Act (*Act*), the undersigned presents these Restated Articles of Incorporation of North Seattle Friends Church (*corporation*) for filing. The Restated Articles of Incorporation correctly set forth without change the provisions of the corporation's Articles of Incorporation, as amended, and these Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE 1 — Name

The name of the corporation is North Seattle Friends Church.

ARTICLE 2 — Duration

The period of duration of the corporation is perpetual.

ARTICLE 3 — Purposes

- 3.1 This corporation is organized and operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any successor United States internal revenue law (*Code*). Consistent with and subject to its qualification under Section 501(c)(3) of the Code, the corporation is organized and operated to conduct a local church as an independent Monthly Meeting in the Religious Society of Friends.
- 3.2 No part of the net earnings of the corporation may inure to the benefit of any private shareholder (of which there are none) or individual.
- 3.3 No substantial part of the corporation's activities will be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code).
- 3.4 The corporation will not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, all within the meaning of Section 501(c)(3) of the Code.

ARTICLE 4 — Powers

The corporation has all powers granted by law that are necessary to carry out its purposes, consistent with its qualification under Section 501(c)(3) of the Code.

ARTICLE 5 — Members

The qualifications, rights, and responsibilities of the corporation's members are described in the corporation's bylaws.

ARTICLE 6 — Governance

For state law purposes, the corporation's Administry serves as the corporation's board of directors. The number, qualifications, terms of office, and other matters regarding the Administry and the individuals who comprise the Administry are set forth in the corporation's bylaws.

ARTICLE 7 — Bylaws

The corporation may adopt bylaws that contain provisions regarding the management of the corporation's affairs. The bylaws may not be inconsistent with the corporation's articles of incorporation, as amended, or the Act.

ARTICLE 8 — Limitation on Trustee Liability

A trustee of this corporation is not liable to this corporation for monetary damages for conduct as a trustee, to the full extent permitted by Washington law. Any amendment to or repeal of this Article will not adversely affect any right or protection of the corporation's trustees for any act or omission of a trustee that occurs before the amendment or repeal. This limitation of liability does not eliminate or limit the liability of a trustee for any act or omission that involves intentional misconduct by the trustee or knowing violation of the law by the trustee, or for any transaction from which the trustee personally receives a benefit in money, property, or services to which the trustee is not legally entitled.

ARTICLE 9 — Indemnification

This corporation has the power to indemnify its trustees, officers, employees, and agents made a party to a proceeding, as defined in the Washington Business Corporation Act, without regard to the limitations on indemnification in RCW 23B.08.510 through 23B.08.550. This power to indemnify includes the power to advance expenses to the indemnified party. But no trustee, officer, employee, or agent of the corporation maybe indemnified for or on account of:

- 9.1 any act or omission of the trustee, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law;
- 9.2 any conduct of the trustee, officer, employee, or agent finally adjudged to be in violation of RCW 23B.08.310 (which has to do with improper distributions to shareholders of a corporation);

- 9.3 any transaction for which it is finally adjudged that the trustee, officer, employee, or agent personally received a benefit in money, property, or services to which that person was not legally entitled; or
- 9.4 any other limits on indemnification or advancement of expenses set forth in the corporation's bylaws.

ARTICLE 10 — Dissolution

In the event of the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets will be distributed only to an organization or organizations selected by the corporation's business meeting that would qualify for exemption as an organization described in Section 501(c)(3) of the Code.

ARTICLE 11 — Amendments to Articles

The articles of incorporation of the corporation may be amended by the corporation's members as follows:

- 11.1 The corporation's Administry must first adopt a resolution setting forth the proposed amendment and directing that it be submitted for consideration at any annual, regular, or a special meeting of the members. Notice of the meeting must set forth the proposed amendment or a summary of the proposed changes. Notice of the meeting must be provided as required by the bylaws.
- 11.2 The proposed amendment will be adopted if, after a process of discernment, at least two-thirds of the qualified members present at the meeting at which a quorum exists approves the amendment.

Dated: May 3, 2018

North Seattle Friends Church

By Jan Wood
Jan Wood
Its Clerk

5/9/2018

Transaction Request Form

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(IMMEDIATE SERVICE)

☐

ROUTINE (NO EXTRA \$)
(10-12 BUSINESS DAYS)

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ADDRESS: PO BOX 1368, OLYMPIA, WA 98507

EMAIL: FANNY@RECORDSEARCH.COM/DEBBIE@RECORDSEARCH.COM/BROCK@RECORDSEARCH.COM PHONE: 360-786-8775

NAME OF ENTITY & UBI NUMBER:

CODE:

1. NORTH SEATTLE FRIENDS CHURCH

A

2. _____

3. _____

TRANSACTION REQUEST CODES

FILING REQUESTS

- A. APPLICATION/FORMATION
- B. AMENDMENT
- C. MERGER OR CONVERSION
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- E. APOSTILLES
- F. OTHER: _____

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Secretary of State
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05/10/2018

NORTH SEATTLE FRIENDS CHURCH
NORTH SEATTLE FRIENDS CHURCH
7740 24TH AVE NE
SEATTLE WA 98115

UBI Number: 601 152 989

Business Name: NORTH SEATTLE FRIENDS CHURCH

Dear NORTH SEATTLE FRIENDS CHURCH,

Thank you for your recent submission. This letter is to confirm that the following documents have been received and successfully filed:

RESTATED ARTICLES OF INCORPORATION

You can view and download your filed document(s) for no charge at our website, www.sos.wa.gov/ccfs.

If you haven't already, please sign up for a user account on our website, www.sos.wa.gov/ccfs, to file online, conduct searches, and receive status updates.

Please contact our office at corps@sos.wa.gov or (360) 725-0377 if you have any questions.

Sincerely,

Corporations and Charities Division
Office of the Secretary of State
www.sos.wa.gov/corps