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STATE OF WASHINGTON
SECRETARY OF STATE

ARTICLES OF AMENDMENT
WASHINGTON
NONPROFIT CORPORATION

(Per Chapter 24.03 RCW)

FEE: $20

EXPEDITED (24-HOUR) SERVICE AVAILABLE – $20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS ON OUTSIDE OF ENVELOPE

FILED
SECRETARY OF STATE
SAM REED
May 16, 2006

- Please PRINT or TYPE in black ink
- Sign, date and return original AND ONE COPY to:

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

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IMPORTANT! Person to contact about this filing	Daytime Phone Number (with area code)
Lois Miles	360-676-0313

AMENDMENT TO ARTICLES OF INCORPORATION

NAME OF CORPORATION *(As currently recorded with the Office of the Secretary of State)*
Edgemoor Neighborhood Association

UBI NUMBER	CORPORATION NUMBER (if known)	AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED ON
602-409-568		Date: May 4, 2006

EFFECTIVE DATE OF ARTICLES OF AMENDMENT *(Specified effective date may be up to 30 days AFTER receipt of the document by the Secretary of State)*
☐ Specific Date: MAY 4, 2006 ☐ Upon filing by the Secretary of State

ADOPTION OF THE ARTICLES OF AMENDMENT *(Please check ONE of the following)*

☒ The amendment was adopted by a meeting of members held on *(specify date)*: May 4, 2006. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

☐ The amendment was adopted by a consent in writing and signed by all members entitled to vote.

☐ There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held on *(specify date)*: _____.

AMENDMENTS TO THE ARTICLES OF INCORPORATION ARE AS FOLLOWS
If necessary, attach additional amendments or information.

AMENDMENT TO

Please see attached articles of incorporation, which are new to the organization. We previously used the short form application and received a Certificate of Incorporation, which does not meet the requirements of the IRS for 501-C-3 Status.

SIGNATURE OF OFFICER

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

Signature of Officer	Printed Name	Date
Lois Miles	Lois Miles	May 9, 2006

INFORMATION AND ASSISTANCE – 360/753-7115 (TDD – 360/753-1485)

005-005 (9/00)

AMENDMENT TO ARTICLES OF INCORPORATION OF EDGEMOOR NEIGHBORHOOD ASSOCIATION

We, the undersigned, acting as the incorporators of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby sign and verify the following Articles of Incorporation for such corporation.

Article I: Name
The name of the corporation is Edgemoor Neighborhood Association (hereinafter referred to the "Corporation"). The Corporation was granted a Certificate of Incorporation by the State of Washington, dated July 6, 2004, UBI # 602-409-568.

Article II: Duration
The Corporation shall have perpetual existence.

Article III: Registered Office and Agent
The address of the initial registered office of the Corporation shall be 311 Fieldston Road, Bellingham, WA 98225. The name of the initial registered agent of the Corporation at such address shall be Lois Miles.

Article IV: Purposes and Powers
Section 1. Purposes. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The purpose of the corporation is:

A. To represent the needs and concerns of residents in the Edgemoor Neighborhood, in the city of Bellingham, Washington

B. To improve the quality of life in our neighborhood

C. To monitor all civic issues in order to promote the best possible solutions for our neighborhood and the community at large

D. To encourage the residents of Edgemoor to actively participate in achieving this purpose

E. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

F. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Adopted by the ENA membership on May 4, 2006

Article V: Limitations
All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and 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, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

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 to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, or intervene in [including the publishing or distribution of statements] any political campaign 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 Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, 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.

Article VI: 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.

Article VII: Directors
The number of directors constituting the initial Board of Directors of the Corporation shall be nine(9) directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Brien Thane, President, 218 Bayside Road, Bellingham, WA 98225
Niall Hackett, Vice-President, 508 Fieldston Road, Bellingham, WA 98225
Lauri Grove, Secretary, 108 Briza Court , Bellingham, WA 98229
Lois Miles, Treasurer, 311 Fieldston Road Bellingham, WA 98225
Brad Rose, Growth Committee Chair, 224 Bayside Place, Bellingham, WA 98225
Kathy Kaiser, Communications Chair, 602 Fieldston Road, Bellingham, WA 98225
Sandie Koplowitz, Membership Chair, 229 Middlefield Road, Bellingham, WA 98225
Laurie Renne, Hospitality Chair, 317 Fieldston Road, Bellingham, WA 98225
Veronica Douglas, Safety Chair, 512 Fieldston Road, Bellingham, WA 98225

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

Article VIII: Director Liability Limitations
A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intent ional misconduct by the 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. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the

Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article IX: Indemnification

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss,

whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Article X: Bylaws
Bylaws of the Corporation may not be inconsistent with the provisions of these Articles. The Bylaws may be amended at any membership meeting by a two- thirds (2/3) vote of those members present, provided that the amendment has been submitted in writing at the previous membership meeting.

Article XI: Dissolution
Upon the dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by a majority vote of the membership, that is recognized as exempt under Section 501(c)(3) of the Code or any successor provision, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII: Incorporator[s]
The name and address of the incorporators of the Corporation is as follows:
Brien Thane, 218 Bayside Road, Bellingham, WA 98225
Lois Miles, 311 Fieldston Road Bellingham, WA 98225
Sandie Koplowitz, 229 Middlefield Road, Bellingham, WA 98225

IN WITNESS WHEREOF, the undersigned have signed these
Articles of Incorporation this 4th day of May, 2006.

Brien Thane
Lois Miles
Sandie Koplowitz