



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

FRIENDS OF THE WALKER ROCK GARDEN

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

Corporation Number: 601 098 407

Date: July 21, 1988



Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby
issue this

CERTIFICATE OF AMENDMENT

to

FRIENDS OF THE WALKER ROCK GARDEN

a Washington Non Profit corporation. Articles of Amendment were
filed for record in this office on the date indicated below.

U.B.I. Number: 601 098 407

Date: June 22, 1993

*Given under my hand and the seal of the State
of Washington, at Olympia, the State Capital*

RALPH MUNRO

Ralph Munro, Secretary of State

ARTICLES OF AMENDMENT
OF
FRIENDS OF THE WALKER ROCK GARDEN

FILED
STATE OF WASHINGTON
JUN 22 1993
RALPH MUNHO
SECRETARY OF STATE

Articles of Amendment of the Articles of Incorporation of FRIENDS OF THE WALKER ROCK GARDEN, a non-profit Washington Corporation, are herein executed in duplicate by said corporation as follows:

1. The name of the corporation is Friends of the Walker Rock Garden.
2. The amendments to the Articles of Incorporation adopted by said corporation are as follows:

2.1. Article III is amended in its entirety and shall read as follows:

ARTICLE III. PURPOSE

This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the United States Internal Revenue Code, and its regulations, as they now exist and may hereafter be amended.

In accordance therewith, its objects and purposes are to preserve and open to the public the Walker Rock Garden in Seattle, Washington.

2.2. Article VI is amended in its entirety and shall read as follows:

ARTICLE VI. DISTRIBUTION AND LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or any private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these

Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Upon dissolution, the Corporation shall, after paying or making provisions for payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for the charitable or educational purposes as shall at the time qualify as an exempt organization or organizations, under §501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Superior Court of King County exclusively to such organization or organizations as said Court shall determine qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, and as a non-profit corporation under the laws of the State of Washington.

2.3. Article VIII shall be added and shall read as follows:

ARTICLE VIII. POWERS

The Corporation and its directors shall have, subject to the provisions of these Articles, all powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Washington.

2.4. Article IX shall be added and shall read as follows:

ARTICLE IX. LIABILITY OF TRUSTEES

A trustee shall have no liability to the corporation or its members, if any, for monetary damages for conduct as a trustee, except for acts or omissions that involve intentional misconduct by the trustee, or a knowing violation of law by the trustee, or for any transaction from which the trustee will personally receive a benefit in money, property or services to which the trustee 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 trustees, then the liability of a trustee 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 trustee of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such trustee occurring prior to such repeal or modification.

3. There are no voting members of said corporation. The above amendments were adopted at a meeting of the Board of Directors held on the 20th day of June, 1993, and were approved by receiving the vote of a majority of the directors in the office.

DATED this 20th day of June, 1993.

FRIENDS OF THE WALKER ROCK GARDEN

By: Nancy L. Harden
President