

194982
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

RESTATED
ARTICLES OF INCORPORATION

of ROTARY YOUTH FOUNDATION
a domestic corporation of Seattle, Washington,
(Changing name to SEATTLE ROTARY SERVICE FOUNDATION)

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.



In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

December 16, 1968

A. LUDLOW KRAMER
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

DEC 16 1968

A. LUDLOW TAMER
SECRETARY STATE
BY *Richard L. Luby*
CORPORATION SECRETARY

RESTATED ARTICLES OF INCORPORATION
OF
SEATTLE ROTARY SERVICE FOUNDATION

We, the undersigned, JAMES T. DOWNS and LEIGH W. RABEL, residents of Seattle and Mercer Island, King County, Washington, respectively, and citizens of the United States of America, and, respectively, President and Secretary of SEATTLE ROTARY SERVICE FOUNDATION, formerly "Rotary Youth Foundation", do hereby on behalf of said corporation restate in a single document the entire text of its Articles of Incorporation, as previously amended, or restated to the date hereof:

ARTICLE I

The name of this corporation shall be "SEATTLE ROTARY SERVICE FOUNDATION."

ARTICLE II

The place in this state where the principal office of the Corporation is to be located is the City of Seattle, State of Washington, King County.

ARTICLE III

Said Corporation is organized exclusively for charitable, educational and scientific 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The names and addresses of the persons who now are Trustees of the Corporation, are as follows:

<u>Name</u>	<u>Address</u>
James T. Downs President	16329 Maplewild Drive S.W. Seattle, Washington 98166
S. W. Bushnell, Jr. Vice President	7711 56th Place N.E. Seattle, Washington 98115
Leigh W. Rabel Secretary	7430 S. E. 40th Mercer Island, Wash. 98040
William V. Dunn Treasurer	4531 52nd N.E. Seattle, Washington 98105
W. J. Bain, Jr.	1631 Rambling Lane Bellevue, Washington 98004
Frank A. Dupar, Jr.	18225 N. E. 165th St. Woodinville, Wash. 98072
Arnold H. Groth	4100 N.E. Surber Dr. Seattle, Washington 98105
Frank C. Ramon	3044 N.E. 85th St. Seattle, Washington 98115
Walter B. Williams	3871 45th Ave. N.E. Seattle, Washington 98105

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members,

trustees, officers, or other 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 Third 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 other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes of

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I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

RESTATED
ARTICLES OF INCORPORATION

of ROTARY YOUTH FOUNDATION
a domestic corporation of Seattle, Washington,
(Changing name to SEATTLE ROTARY SERVICE FOUNDATION)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 16, 1968

A. LUDLOW KRAMER
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

DEC 16 1968

A. LUDLOW AMER
SECRETARY STATE

BY *Richley*
CORPORATION SECRETARY

RESTATED ARTICLES OF INCORPORATION
OF
SEATTLE ROTARY SERVICE FOUNDATION

We, the undersigned, JAMES T. DOWNS and LEIGH W. RABEL, residents of Seattle and Mercer Island, King County, Washington, respectively, and citizens of the United States of America, and, respectively, President and Secretary of SEATTLE ROTARY SERVICE FOUNDATION, formerly "Rotary Youth Foundation", do hereby on behalf of said corporation restate in a single document the entire text of its Articles of Incorporation, as previously amended, or restated to the date hereof:

ARTICLE I

The name of this corporation shall be "SEATTLE ROTARY SERVICE FOUNDATION."

ARTICLE II

The place in this state where the principal office of the Corporation is to be located is the City of Seattle, State of Washington, King County.

ARTICLE III

Said Corporation is organized exclusively for charitable, educational and scientific 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The names and addresses of the persons who now are Trustees of the Corporation, are as follows:

<u>Name</u>	<u>Address</u>
James T. Downs President	16329 Maplewild Drive S.W. Seattle, Washington 98166
S. W. Bushnell, Jr. Vice President	7711 56th Place N.E. Seattle, Washington 98115
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ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members,

trustees, officers, or other 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 Third 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 other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes of

the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

This Corporation is organized:

(a) To receive, invest and administer funds and other properties and to use them and the income and increment thereof as the donors may instruct for eleemosynary, charitable, educational or philanthropic purposes and for the support of other charitable bodies of like character and purpose consistent with these Articles.

(b) To cooperate with and aid other corporations, societies, or associations organized and conducted for cognate purposes to the end of promoting the mental, moral, physical

and social improvement of those who may be benefited thereby; to receive, hold, administer and disburse any moneys, securities, or other property, which may be transferred to this Corporation, by gift, devise, bequest or otherwise, for any of the uses or purposes above set forth and to invest, conserve, use and disburse such moneys, securities, or other property, and the income derived therefrom, in accordance with the requests or directions of the donor or donors thereof, and with the limitations and conditions attached by such donors thereto; and, if no requests, directions, limitations or conditions be expressed, then to use and dispose of the same for the uses and purposes herein specified, in accordance with the judgment and discretion of the trustees of this Foundation, all consistent, however, with these Articles.

ARTICLE VIII

This Corporation shall have no capital stock nor shall any shares of any type or nature be issued. The membership of the Corporation shall consist of all the active, additional active, senior active and past service members of the Rotary Club of Seattle and election and qualification for membership in the Rotary Club of Seattle shall, without any further act or deed, make such member of the Rotary Club of Seattle a member of the SEATTLE ROTARY SERVICE FOUNDATION and termination of membership in the Rotary Club of Seattle shall likewise

LEIGH W. RABEL

COUNTY OF KING)

THIS IS TO CERTIFY that on the 4 day of December,

Barbara Kelly
Notary Public in and for the State
of Washington, residing at Seattle.

Walter B. Williams
Leigh W. Rabel
Frank A. Dupar, Jr.
S. W. Bushnell, Jr.
J. T. Downs
W. J. Bain, Jr.
William V. Dunn

STATE OF WASHINGTON)

: ss.

COUNTY OF KING)

THIS IS TO CERTIFY that on the 11th day of December, 1968, before me, the undersigned, a notary public in and for the State of Washington, duly commissioned and sworn, personally appeared Walter B. Williams, Leigh W. Rabel, Frank A. Dupar, Jr., S. W. Bushnell, Jr., J. T. Downs, W. J. Bain, Jr. and William V. Dunn,

to me known to be a majority of the Trustees of Seattle Rotary Service Foundation (previously known as Rotary Youth Foundation), and acknowledged to me that they signed the same as their free and voluntary act and deed for and on behalf of the Seattle Rotary Service Foundation, for the uses and purposes therein mentioned; that the Restated Articles correctly set forth the Articles of Incorporation as amended and supplemented to date hereof, and that the Restated Articles supersede and take the place of theretofore existing Articles of Incorporation and amendments thereto.

A. R. Gehoe

NOTARY PUBLIC in and for the State
of Washington, residing at Seattle

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SEATTLE ROTARY SERVICE FOUNDATION

FILED
STATE OF WASHINGTON
MAY 20 1996
RALPH MUNRO
SECRETARY OF STATE

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of record of the corporation is Seattle Rotary Service Foundation.
2. The amendments to the Articles of Incorporation were duly approved by the members at a meeting held on April 17, 1996 by the affirmative vote of at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast.
3. The Articles of Incorporation are hereby amended by adding the articles as follows:

ARTICLE X

Limitation on Liability of Trustees

No Trustee of the Corporation shall be personally liable to the Corporation or for monetary damages for his or her conduct as a trustee, which conduct takes place on or after the date this Article becomes effective, except for acts or omissions that involve intentional misconduct or a knowing violation of law by the Trustee or 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, after this Article becomes effective, the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Trustees, then the liability of a Trustee of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Trustee of the Corporation for or with respect to any acts or omissions of such Trustee occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a Trustee for any act or omission occurring prior to the date this Article becomes effective.

ARTICLE XI

Indemnification of Officers, Trustees, Employees and Agents

1. Definitions. For purposes of this Article:

(a) "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Trustee" means an individual who is or was a Trustee of the Corporation or an individual who, while a Trustee of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Trustee is considered to be serving an employee benefit plan at the Corporation's request if the Trustee's duties to the Corporation also impose duties on, or otherwise involve services by, the Trustee to the plan or to participants in or beneficiaries of the plan. "Trustee" includes, unless the context requires otherwise, the estate or personal representative of a Trustee.

(c) "Expenses" include counsel fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

(e) "Official capacity" means: (i) When used with respect to a Trustee, the office of Trustee in the Corporation; and (ii) when used with respect to an individual other than a Trustee, as contemplated in Section 6 and 7 of this Article XI, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(f) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

2. Right to Indemnification.

(a) The Corporation shall indemnify any person who was or is a party to any proceeding, whether or not brought by or in the right of the Corporation, by

reason of the fact that such person is or was a Trustee of the Corporation, against all reasonable expenses incurred by the Trustee in connection with the proceeding.

(b) Except as provided in subsection (e) of this Section 2, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a Trustee against liability incurred in the proceeding if:

(i) The individual acted in good faith; and

(ii) The individual reasonably believed:

(A) In the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests; and

(B) In all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and

(iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) A Trustee's conduct with respect to an employee benefit plan for a purpose the Trustee reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b)(ii) of this Section 2.

(d) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Trustee did not meet the standard of conduct described in this Section.

(e) The Corporation shall not indemnify a Trustee under this Section 2:

(i) In connection with a proceeding by or in the right of the Corporation in which the Trustee was adjudged liable to the Corporation; or

(ii) In connection with any other proceeding charging improper personal benefit to the Trustee, whether or not involving action in the Trustee's official capacity, in which the Trustee was adjudged liable on the basis that personal benefit was improperly received by the Trustee.

(f) Indemnification under this Article XI, Section 2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

3. Advance for Expenses.

(a) The Corporation shall pay for or reimburse the reasonable expenses incurred by a Trustee who is a party to a proceeding in advance of final disposition of the proceeding and in advance of any determination and authorization of indemnification pursuant to Section 5 of this Article XI if:

(i) The Trustee furnishes the Corporation a written affirmation of the Trustee's good faith belief that the Trustee has met the standard of conduct described in Section 2 of this Article XI; and

(ii) The Trustee furnishes the Corporation a written undertaking, executed personally or on the Trustee's behalf, to repay the advance if it is ultimately determined that the Trustee did not meet the standard of conduct.

(b) The undertaking required by subsection (a)(i) of this Section 3 must be an unlimited general obligation of the Trustee but need not be secured and may be accepted without reference to financial ability to make repayment.

4. Court-ordered Indemnification. A Trustee of the Corporation who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification or advance of expenses if it determines:

(a) The Trustee is entitled to mandatory indemnification, in which case the court shall also order the Corporation to pay the Trustee's reasonable expenses incurred to obtain court-ordered indemnification;

(b) The Trustee is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the Trustee met the standard of conduct set forth in Section 2 of this Article XI, or was adjudged liable as described in Section 2(e) of this Article XI, but if the Trustee was adjudged so liable, the Trustee's indemnification is limited to reasonable expenses incurred; or

(c) In the case of an advance of expenses, the Trustee is entitled pursuant to the Articles of Incorporation, Bylaws, or any applicable resolution or contract, to payment or reimbursement of the Trustee's reasonable expenses incurred as a party to the proceeding in advance of final disposition of the proceeding.

5. Determination and Authorization of Indemnification.

(a) The Corporation shall not indemnify a Trustee under this Article XI unless authorized in the specific case after a determination has been made that indemnification of the Trustee is permissible in the circumstances because the Trustee has met the standard of conduct set forth in Section 2(b) of this Article XI.

(b) The determination shall be made:

(i) By the Board of Trustees by majority vote of a quorum consisting of Trustees not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under (i) of this subsection, by majority vote of a committee duly designated by the Board of Trustees, in which designation Trustees who are parties may participate, consisting solely of two or more Trustees not at the time parties to the proceeding;

(iii) By special legal counsel:

(A) Selected by the Board of Trustees or its committee in the manner prescribed in (i) or (ii) of this subsection; or

(B) If a quorum of the Board of Trustees cannot be obtained under (i) of this subsection and a committee cannot be designated under (ii) of this subsection, selected by majority vote of the full Board of Trustees, in which selection Trustees who are parties may participate; or

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b) (iii) of this Section to select counsel.

6. Indemnification of Officers.

(a) An officer of the Corporation who is not a Trustee shall be indemnified, and is entitled to apply for court-ordered indemnification under Section 4 of this Article XI, in each case to the same extent as a Trustee; and

(b) The Corporation shall indemnify and advance expenses to an officer who is not a Trustee to the same extent as to a Trustee under this Article XI.

(c) The Corporation may also indemnify and advance expenses to an officer who is not a Trustee to the extent, consistent with law, that may be provided by a general or specific action of its Board of Trustees, or contract.

7. Indemnification of Employees and Agents.

(a) The Corporation may indemnify employees and agents of the Corporation, and may afford the right to such employees or agents to apply for court-ordered indemnification under Section 4 of this Article XI, in each case to the same extent as a Trustee; and

(b) The Corporation may indemnify and advance expenses to an employee or agent of the Corporation who is not a Trustee to the same extent as to a Trustee under this Article XI.

(c) The Corporation may also indemnify and advance expenses to an employee or agent who is not a Trustee to the extent, consistent with law, that may be provided by a general or specific action of its Board of Trustees, or contract.

8. **Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Trustee, officer, employee, or agent of the Corporation, or who, while a Trustee, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Trustee, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article XI.

9. **Indemnification as a Witness.** This Article XI does not limit a Corporation's power to pay or reimburse expenses incurred by a Trustee in connection with the Trustee's appearance as a witness in a proceeding at a time when the Trustee has not been made a named defendant or respondent to the proceeding.

10. **Report to Board of Trustees.** If the Corporation indemnifies or advances expenses to a Trustee pursuant to this Article XI in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the Board of Trustees with or before the notice of the next Trustees' meeting.

11. **Validity of Indemnification.** A provision addressing the Corporation's indemnification of or advance for expenses to Trustees that is contained in these Articles, a resolution of its Board of Trustees, or in a contract or otherwise, is valid only if and to the extent the provision is consistent with the Nonprofit Corporation Act and any other applicable law.

12. **Interpretation.** The provisions contained in this Article XI shall be interpreted and applied to provide indemnification to Trustees, officers, employees and agents of the Corporation to the fullest extent allowed by applicable law, as such law may be amended, interpreted and applied from time to time.

13. **Savings Clause.** If this Article XI or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall nevertheless indemnify each Trustee as to reasonable expenses and liabilities with respect to any proceeding, whether or not brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article XI that shall not have been invalidated, or by any other applicable law.

14. **Nonexclusivity of Rights.** The right to indemnification under this Article XI for Trustees, officers, employees and agents 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, other agreement, vote of disinterested Trustees, insurance policy, principles of common law or equity, or otherwise.

Dated: May 15, 1996

SEATTLE ROTARY SERVICE FOUNDATION

R.H. Byington
R.H. Byington, President