

AMENDED
ARTICLES OF INCORPORATION
OF
PARKS, ARTS, RECREATION AND CULTURAL FOUNDATION OF THURSTON
COUNTY, WASHINGTON

The undersigned, in order to evidence the existence of a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby sign and verify the following Articles of Incorporation, in duplicate, and do hereby state that these Articles of Incorporation correctly set forth the current provisions of these Articles.

ARTICLE I.

The name of the corporation is Parks, Arts, Recreation, and Cultural Foundation of Thurston County.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The registered office of the corporation is 3004 Langridge Lp NW, Olympia, Washington, 98502 and the registered agent at this address is Richard McCartan.

ARTICLE IV.

SECTION 1. PURPOSES

1.1. The purposes of the corporation are and shall be to operate exclusively for parks, arts, recreational, and cultural purposes within the meaning of Section 501 (c)(3) and (4) of the Internal Revenue Code (or revisions and renumbering thereof). So far as consistent with the foregoing this corporation will foster, seek, encourage, and receive gifts, legacies, and devises outright or in trust to be used in acquiring, providing, improving, and equipping parks, recreational, and cultural/arts facilities. The corporation will also sponsor, assist, cooperate in, and provide parks, arts, recreation, and cultural programs for the public in Thurston County.

Contributions that are not designated for specific projects will used to fund parks, arts, recreation, and cultural projects that have a county wide benefit.

SECTION 2. LIMITATIONS

2.1 The corporation shall have no capital stock, and no part of its earnings shall inure to the benefit of any trustee, officer, or member of the corporation, or any private individual.

2.2 No member, trustee, or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the

corporation shall be distributed by the Board of Trustees for similar purposes to any other foundation which would then qualify for exemption under the provisions of Section 501 (c)(3) and (4) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

2.3 No substantial part of the activities of the corporation shall involve attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.4 Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an foundation exempt under Section 501 (c) (3) and (4) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by a foundation contributions to which are deductible under Section 170 (c) (2) of such code as now stated, or as it may be hereafter amended.

SECTION 3. POWERS

3.1 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 By-Laws, the corporation shall have all powers which are now or hereafter conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation.

ARTICLE V.

SECTION 1. MANAGEMENT

1.1 The management of the corporation shall be vested in a Board of Trustees of no fewer than four (four) nor more than fifteen (15) Trustees, whose number may be changed from time to time by appropriate provision in the By-Laws. The qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of Trustees shall be such as are prescribed in the By-Laws of the corporation.

SECTION 2. TRUSTEES

2.1 The names and addresses of the trustees who currently manage the affairs of the corporation until the next annual meeting, as provided in the By-Laws, and until their successors are elected and qualified are:

	NAME	ADDRESS
1.	James D. Reddick, President	723 Eastside Street NE, Olympia, WA 98506
2.	Bob Jacobs, Vice President	720 Governor Stevens Ave SE, Olympia, WA 98501
3.	Neil Woody, Treasurer	c/o McSwain & Company P.O. Box 5 Olympia, WA 98507
4.	Richard McCartan, Secretary	3004 Langridge Loop NW, Olympia, WA 98502

ARTICLE VI.

The authority to make, alter, amend, or repeal By-Laws is vested in the Board of Trustees, and may be exercised at any regular or special meeting of the Board.

In witness whereof, we have hereunto set our names this _____ day of _____, 2003

James D. Reddick

Bob Jacobs

Neil Woody

Richard McCartan

CONSENT TO SERVE AS REGISTERED AGENT

I, Richard McCartan, hereby consent to serve as Registered Agent in the state of Washington for the following:

Parks, Arts, Recreation, and Cultural Foundation of
Thurston County, Washington

I understand that as agent it will be my responsibility to receive service of process, to forward all mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the registered office address.

_____/_____/_____
(Date)

(Signature of Agent)
Richard McCartan