

ARTICLES OF AMENDMENT

OF

The South Park Neighborhood Association (adopted June 11, 2013; Filed with State of Washington Secretary of State June 17, 2013)

The undersigned, in order to amend the Articles of Incorporation of the South Park Neighborhood Association, a nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, hereby execute the following Articles of Amendment:

ARTICLE 1. NAME

The name of the corporation is the South Park Neighborhood Association, hereinafter known as SPNA or the South Park Neighborhood Association.

ARTICLE 2. DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes

The corporation is organized exclusively for civic and community improvement purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), including, without limitation, to

- Provide a venue for the community to discuss neighborhood concerns
- Build comraderie among neighbors
- Celebrate diversity of the South Park neighborhood
- Disseminate information about upcoming events
- Promote public safety/emergency preparedness and maintain a dialogue with police to address local issues
- Garner community support for activities or projects that improve South Park
- Cooperate with City, County, Port, South Park or other groups to work on current projects
- Work with City of Seattle Departments to update South Park Neighborhood Plan and/or Action Agenda and to implement the South Park Urban Village

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable reimbursement to its Directors or Officers, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 of these Articles of Amendment.

3.2.2 Distributions; Dissolution

No Director or Officer of the corporation, or 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, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Directors of the corporation (the "*Board of Directors*"), for a purpose or purposes similar to those set forth in Section 3.1 of these Articles of Amendment, to any other organization that then qualifies for exemption under the provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those set forth in Section 3.1 of these Articles of Amendment, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes.

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Amendment, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section

501(c)(3) of the Code nor give to an organization contributions which are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

(d) The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the corporation to tax under Section 4943 of the Code, from making any investments that would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Amendment, or by the Bylaws of the corporation, the corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 of these Articles of Amendment and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

The term "Powers" includes, but is not limited to, the power to purchase, own, lease, sell, convey, mortgage and otherwise deal in real and personal property, lend money or credit (except to officers and directors), make contracts, incur liabilities and borrow money, lend money for corporate purposes and invest funds, be involved in legal actions and make donations for the public welfare or for charitable, scientific or educational purposes.

ARTICLE 4. DIRECTORS

4.1 Number

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided therein.

4.2 Directors

The number of Directors constituting the Board of Directors for these amendments shall be nine. The names and addresses of the persons who are to serve as the Directors for the purposes of these Amendments are as follows:

South Park Neighborhood Association Board 2012 - 2013

| First | Last | Position | Address | City | State | Zip |
|--------------|-------------|----------------|---|---------|-------|---------------|
| Dagmar | Cronn | President | 1046 S. Elmgrove St. | Seattle | WA | 98108 |
| Elizabeth | Mauro | Vice President | 10248 18th Ave SW & 8112 Dallas Ave S | Seattle | WA | 98146 & 98108 |
| Ahlyshawndra | Means | Secretary | 1057 S Southern St | Seattle | WA | 98108 |
| Mike | Calvert | Treasurer | 8800 12th Ave S | Seattle | WA | 98108 |
| Tanisha | Felder | Director | 9930 7th Ave S | Seattle | WA | 98108 |
| Betsy | McFeely | Director | 8220 Dallas Ave. S. | Seattle | WA | 98108 |
| Bridgett | McGinnis | Director | 9920 Des Moines Memorial Dr. #3 | Seattle | WA | 98108 |
| Marty | Oppenheimer | Director | 5628 South Willow St, 7400 Third Avenue S | Seattle | WA | 98118, 98108 |
| Laura | Schmidt | Director | 846 S Southern St. | Seattle | WA | 98108 |

ARTICLE 5. MEMBERS

5.1 The Corporation shall have Members

5.2 The membership eligibility of the corporation shall be determined in the manner provided by the Bylaws of the Corporation.

ARTICLE 6. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Washington Nonprofit Corporation Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors. A Director of the corporation shall not be liable to the corporation, or its members, for monetary damages for conduct as a Director. Any amendments to, or repeal of this Article 6, shall not adversely affect any right or protection of a Director of the corporation for, or with respect to, any acts or omissions of such Director occurring prior to

such amendment or repeal. If the Washington Nonprofit Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the corporation shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended, without any requirement of further action by the corporation.

ARTICLE 7. INDEMNIFICATION

7.1 Right to Indemnification

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "***Proceeding***"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Director or officer of the corporation or, while a Director or officer of the corporation, is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another corporation, or of a foundation, partnership, joint venture, limited liability company, trust, enterprise or other nonprofit entity, including service with respect to employee benefit plans (each such other entity, "***Another Enterprise***") (such person, an "***Indemnified Person***"), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 7.4 of this Article 7, the corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part of such Proceeding) commenced by such Indemnified Person only if the commencement of such Proceeding (or part of such Proceeding) by the Indemnified Person was authorized in advance by the Board of Directors.

7.2 Restrictions on Indemnification

The corporation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.310 of the Washington Business Corporation Act; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled or if the corporation is otherwise prohibited by applicable law from paying such indemnification; provided, however, that if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is hereafter amended, the restrictions on

indemnification set forth in this Section 7.2 shall be as set forth in such amended statutory provision.

7.3 Expenses Payable in Advance

The corporation shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding's final disposition (such expenses, "*Advanced Expenses*"), provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 7 or otherwise. Notwithstanding any of the foregoing in this Section 7.3, the corporation shall not be required to pay any Advanced Expenses to a person against whom the corporation directly brings a claim alleging that the corporation is not required to indemnify such person under Section 7.2 of this Article 7.

7.4 Written Statement Required and Right of Indemnified Person to Bring Suit

An Indemnified Person seeking indemnification pursuant to Section 7.1 or Advanced Expenses pursuant to Section 7.3 must first submit to the Board a sworn statement requesting indemnification or Advanced Expenses, as the case may be, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "*Claim*"). If (a) a Claim pursuant to Section 7.1 above is not paid in full by the corporation within 60 days after such Claim has been received by the corporation, or (b) a Claim pursuant to Section 7.3 above is not paid in full by the corporation within 30 days after such Claim has been received by the corporation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the corporation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the corporation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the corporation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Article 7 upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the corporation), and, thereafter, the corporation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

7.5 Procedures Exclusive

Pursuant to Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and Advanced Expenses set forth in

this Article 7 are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.

7.6 Nonexclusivity of Rights

The right to indemnification and Advanced Expenses conferred by this Article 7 shall not be exclusive of any other right that any person may have or hereafter acquire under (a) any statute, (b) provision of these Articles of Amendment, (c) the Bylaws of the corporation, (d) by general or specific action of the Board of Directors, (e) by contract or (f) otherwise.

7.7 Insurance, Contracts and Funding

The corporation may maintain insurance to protect itself and any Director, officer, partner, trustee, employee or agent of the corporation or Another Enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may enter into contracts with any Director, officer, partner, trustee, employee or agent of the corporation in furtherance of the provisions of this Article 7 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 and Advanced Expenses as provided in this Article 7.

7.8 Indemnification of Employees and Agents of the Corporation

The corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Article 7 with respect to the indemnification and Advanced Expenses of Directors and officers of the corporation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

7.9 Persons Serving Other Entities

Any person who, while a Director or officer of the corporation, is or was serving (a) as a Director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its Directors is held by the corporation or (b) as a partner, trustee or otherwise in an executive or management capacity in a partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be (i) so serving at the request of the corporation and (ii) entitled to indemnification and Advanced Expenses under this Section 7.

ARTICLE 8. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the corporation is 8201 10th Avenue South, Suite 2, Seattle WA 98108-4449, and the name of its current registered agent at such address for the purposes of this Amendment is Dagmar Cronn, President.

ARTICLE 9. AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Amendment in any manner now or hereafter permitted by law.

ARTICLE 10. INCORPORATORS

The names and addresses of the amenders of the corporation are as follows:

South Park Neighborhood Association Board 2012 - 2013

| First | Last | Position | Address | City | State | Zip |
|--------------|-------------|---------------------|---|---------|-------|---------------|
| Dagmar | Cronn | President | 1046 S. Elmgrove St. | Seattle | WA | 98108 |
| Elizabeth | Mauro | Vice President | 10248 18th Ave SW & 8112 Dallas Ave S | Seattle | WA | 98146 & 98108 |
| Ahlyshawndra | Means | Secretary | 1057 S Southern St | Seattle | WA | 98108 |
| Mike | Calvert | Treasurer | 8800 12th Ave S | Seattle | WA | 98108 |
| Tanisha | Felder | Member-at-Large | 9930 7th Ave S | Seattle | WA | 98108 |
| Betsy | McFeely | Member-at-Large | 8220 Dallas Ave. S. | Seattle | WA | 98108 |
| Bridgett | McGinnis | Recording Secretary | 9920 Des Moines Memorial Dr. #3 | Seattle | WA | 98108 |
| Marty | Oppenheimer | Member-at-Large | 5628 South Willow St, 7400 Third Avenue S | Seattle | WA | 98118, 98108 |
| Laura | Schmidt | Member-at-Large | 846 S Southern St. | Seattle | WA | 98108 |

DATE of approval by unanimous vote of the membership of the South Park Neighborhood Association: June 11, 2013

Dagmar Cronn, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Dagmar Cronn, hereby consent to serve as registered agent in the State of Washington for the following corporation: South Park Neighborhood Association. I understand that as agent for the corporation, it will be my responsibility to accept Service of

Process in the name of the corporation, to forward all mail and license renewals to the appropriate officer(s) of the corporation, and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Date: Adopted June 11, 2013, Filed June 17, 2013.

_____ (Signature)

Dagmar Cronn

(Type or print name of agent)

8201 10th Ave S, Suite 2

(Street address of registered office)

Seattle WA 98108

(City, state and zip code)