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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

EDMONDS COMMUNITY COLLEGE FOUNDATION

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

Amending Article VIII; and Adding Articles VIII (1) and VIII (2)

Corporation Number: 2-320900-0

Date: April 5, 1989

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

Ralph Munro, Secretary of State

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SECRETARY OF STATE
STATE OF WASHINGTON

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ARTICLES OF AMENDMENT

WASHINGTON NONPROFIT CORPORATION ACT - 24.03

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

(1) The name of record of the corporation is: _____

Edmonds Community College Foundation

(2) The following amendment(s) to the articles of incorporation was(were) adopted on: July 12, 1988 :

see attached

ARTICLES OF AMENDMENT

OF

THE EDMONDS COMMUNITY COLLEGE
FOUNDATION

The following Articles of Amendment are executed in duplicate by the undersigned, a Washington nonprofit corporation:

1. The name of this corporation is The Edmonds Community College Foundation.

2. New Articles VIII(1) and VIII(2) are added to the Articles of Incorporation, and Article VIII is modified to read as follows:

"ARTICLE VIII. INDEMNIFICATION

Every person who is or has been a governor, officer, employee, member, or agent of this Foundation shall be indemnified and held harmless by the Foundation from any claim, action, or proceeding which may be brought against such person for activities in which such person engaged in good faith while associated with the Foundation.

ARTICLE VIII(1). LIMITATION OF BOARD MEMBER LIABILITY

To the full extent that the Washington Non-profit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of governors, officers, board members, or agents of the Foundation such persons shall not be liable to this corporation or its members for monetary damages for conduct as a governor, officer, board member, or agent. Any amendments to or repeal of this Article VIII(1) shall not adversely affect any right or protection of such persons for or with respect to any acts or omissions of such persons occurring prior to such amendment or repeal.

ARTICLE VIII(2). INDEMNIFICATION

A. Right of Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, with-

out limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a governor, officer, board member, or agent of the corporation or, that being or having been such a person, he or she is or was serving at the request of the corporation as a governor, officer, board member, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnatee"), whether the basis of a proceeding is alleged action in an official capacity as such a governor, officer, board member, or agent or in any other capacity while serving as such, 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 attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnatee in connection therewith, and such indemnification shall continue as to an indemnatee who has ceased to be a governor, officer, board member, or agent and shall inure to the benefit of the indemnatee's heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnatee if the corporation is prohibited by the nonexclusive provisions of the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in subsection B of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if a proceeding (or part thereof) was authorized or ratified by the Foundation Board. The right to indemnification conferred in this subsection VIII(2) shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). Any advancement of expenses shall be made only upon delivery to the corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnatee, to repay all amounts so advanced if it

shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this subsection VIII(2) and (1) upon delivery to the corporation of a written affirmation (hereinafter an "affirmation") by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the corporation pursuant to this Article; or (2) upon such determination (hereinafter a "determination") as may be permitted or required by the Washington Nonprofit Corporation Act or other applicable law.

B. Right of Indemnitee to Bring Suit. If a claim under subsection A of this Article is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. The indemnitee 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 an advancement of expenses, where the required undertaking and affirmation or determination has been tendered to or made by the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the corporation (including the Foundation governors, officers, board members, or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the corporation (including the Foundation governors, officers, board members, or independent legal counsel) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

C. Nonexclusivity of Rights. The right to indemnification and the advancement of expenses 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 or Bylaws of the corporation, general or specific action of the Foundation Board, contract, or otherwise.

D. Insurance, Contracts, and Funding. The corporation may maintain insurance, at its expense, to protect itself and any governor, officer, board member, 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 person against such expense, liability, or loss under the Washington Nonprofit Corporation Act. The corporation may enter into contracts with any governor, officer, board member, or agent 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.

E. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of the Foundation Board, grant rights to indemnification and advancement of expenses to governors, officers, board members, 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 governors, officers, board members and agents of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise."

3. The date of the Foundation Board members meeting at which the amendments were approved is July 12, 1988, a quorum was present at such meeting, and the amendments received the affirmative vote of at least two-thirds of the votes which members present at such meeting or presented by proxy were entitled to cast.

4. The effective date of these Articles of Amendment shall be the date of filing by the Secretary of State of the State of Washington.

DATED: April 3, 1989, 1989.

EDMONDS COMMUNITY COLLEGE
FOUNDATION

By  _____
Its Secretary

(3) Check and complete one of the following applicable statements:

(X) July 12, 1988 was the date of the meeting of members at which the amendment was adopted. 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 by all members entitled to vote thereto.

() There are no members, or no members having voting rights. The amendment received a majority vote directors in office at a meeting of the board held on _____.

April 3 1989
(Date)

[Signature] Secretary
(Signature and title of officer)

FILING FEE \$10.00

FILE IN DUPLICATE