

**AMENDED IN THEIR ENTIRETY THE
ARTICLES OF INCORPORATION OF
SKAGIT RIVER BALD EAGLE AWARENESS TEAM**
A Non-Profit Washington Corporation

The undersigned, in order to amend in their entirety the Articles of Incorporation of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby submits the following amended in their entirety the Articles of Incorporation.

ARTICLE 1

The NAME of this corporation is Skagit River Bald Eagle Awareness Team.

ARTICLE 2

The period of DURATION of this corporation shall be perpetual.

ARTICLE 3

Purpose: To work to increase protection and public appreciation of the complexity and importance of the Skagit Watershed ecosystem by operation a seasonal interpretive center and to provide education resources and accurate information about Bald Eagles, salmon and the Upper Skagit River Watershed. To work cooperatively with and support agencies and organizations actively engaged in conservation of Bald Eagles, Bald Eagle habitat and other wildlife conservation issues related to the Skagit River Watershed. To encourage the receipt of tax-deductible gifts of funds, time and resources for the benefit and furtherance of all the aforementioned activities.

ARTICLE 4

Limitations: All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, and/or educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and the contributions to the

Corporation shall be deductible under the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

To engage in other lawful activity which may hereafter be authorized by the Board of Directors; provide the purposes for which the corporation is formed shall at all times be consistent with 501(c)3 of the Internal Revenue Code of 1986 (the "Code"), as it now exist or as hereafter amended including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by an organization described in Section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The Corporation shall not participate in, nor intervene in a political campaign, including the publishing or distribution of statements, on behalf of in opposition to and candidate for public office.

No part of the net earnings of the Corporation shall benefit, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE 5

The name of the REGISTERED AGENT is: Leatha Sullivan

REGISTERED OFFICE: 52809 Rockport Park Rd., Rockport, WA 98283

REGISTERED MAILING ADDRESS: P. O. Box 571 Concrete WA 98237

ARTICLE 6

Bylaws: Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. New or amended Bylaws of the Corporation may be proposed to by the Board of Directors and adopted by vote of the Members in

accordance with the procedures set forth in the Bylaws so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE 7

Directors: The management of the Corporation shall be vested in a Board of Directors pursuant to the Washington Nonprofit Corporation Act, these Articles of Incorporation and the Corporation's Bylaws. The powers, duties, number, qualifications, terms of office, manner of election, time and criteria for removal, and time and place of meetings of the directors shall be set forth in the Bylaws of the Corporation.

ARTICLE 8

Members: The qualifications of members, if any, the applicable process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE 9

Dissolution: Upon termination of dissolution of the Corporation, the assets of the Corporation remaining after payment, or provisions of payment, of all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, selected by the Board of Directors, recognized as exempt under Section 501(c)3 of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE 10

Director Liability Limitations: To the extent authorized by the Washington Nonprofit Corporation Act, as it may be amended, a director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts of omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

Directors of the Corporation shall not be personally liable to the Corporation, or its members, for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, where the director votes or assents to a distribution, or for any transaction from which the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

ARTICLE 11

Amendments: These Articles of Incorporation may be amended as allowed by the Washington Nonprofit Corporation Act and pursuant to the provisions set forth below so long as they are not inconsistent with said Act.

- (a) Where there are members having voting rights with regard to a proposed amendment to these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an Annual or Special Meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote as such meeting within the time and in the manner provided in these Articles of Incorporation of the Corporation's Bylaws for the giving of notice of meetings to members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting are entitled to cast.
- (b) Where there are no members, or no members having voting rights with regard to a proposed amendment to these Articles of Incorporation, the amendment shall be adopted at a meeting of the Board of Directors upon receiving the vote of a majority of the directors in office.

This Amended in their entirety Articles of Incorporation shall amend and supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, on this 23 day of September, 2015

