

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

FRIENDS OF OLYMPIA FARMERS MARKET

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

Changing registered agent/office address to Kevin R. Lyon, 112 4th Avenue E.,
Olympia, WA 98501

UBI Number: 601 642 387

Date: June 23, 1999



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State
2-514277-9

ARTICLES OF AMENDMENT

WASHINGTON NON-PROFIT CORPORATION ACT - 24.03

FILED
STATE OF WASHINGTON
JUN 23 1999
RALPH MUNRO
SECRETARY OF STATE

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

1. The name of record of the corporation is: Friends of Olympia Farmer's Market.
2. The following amendment(s) to the Articles of Incorporation were adopted on June 15, 1999:

Amending Articles - See Attachment

3. There are no members, or no members having voting rights. The amendment received a majority vote of the Board of Directors at a meeting of the Board held on June 7, 1999.

Dated: June 15, 1999

Stephen Wiley
President
Office

COPY

**AMENDED ARTICLES OF INCORPORATION
OF
FRIENDS OF OLYMPIA FARMERS MARKET**

The undersigned, for the purpose of forming a corporation under the Washington Nonprofit Corporation Act, RCW 24.03, hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be Friends of Olympia Farmers Market.

ARTICLE II

DURATION

The duration of the corporation's existence shall be perpetual.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of advancement of education, maintenance of a public building and lessening of the burdens of government, and is or shall be qualified as a charitable organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

ARTICLE IV

POWERS

4.1 The corporation shall have all of the general powers granted to a nonprofit corporation as set forth in Section 24.03.035 of the laws of the State of Washington. The corporation shall have the right to exercise such powers as are now or hereafter may be conferred by the law upon a corporation organized for the purpose hereinafter set forth or incidental to the powers so conferred, or conducive to the furtherance thereof.

4.2 The corporation shall not have the power to engage in any activities which are not in furtherance of its purpose as set forth in Article III and no part of the net earnings of which inures to the benefit of any private shareholder or individual.

4.3 The corporation shall have no power to engage directly or indirectly in any activity which would invalidate its status as: (1) a corporation organized under Section 501(c)(3) of the Code, exempt from taxation under Section 501(a) of the Code; or (2) a corporation, contributions to which are deductible under Sections 170, 2055 and 2522 of the Code.

4.4 The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office and no substantial part of its activities shall include carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE V

MEMBERS

The corporation shall have members, the nature and terms of membership being governed by the corporate Bylaws.

ARTICLE VI

GENERAL PROVISIONS

6.1 Amendment of Articles. The corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of the directors and officers of the corporation are granted subject to this reservation.

6.2 Bylaws. The power to adopt, amend, alter or repeal the Bylaws of the corporation or to adopt new Bylaws for the corporation shall be vested in the Board of Directors.

6.3 Distribution on Dissolution, Not Earnings, Dissolution. No part of net earnings or income of the corporation shall inure to the benefit of any private individual. If, for any reason, the corporation shall be dissolved, all income and assets shall be distributed, as the Board of Directors shall elect by majority vote, to any organization described in section 501(c) of the Code and exempt from taxation under Section 501(a) of the Code.

ARTICLE VIX

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation and the address of its initial registered office are as follows:

Registered Agent: Kevin R. Lyon
Registered Office: 112 4th Ave East
Olympia, WA 98501

ARTICLE VIII

BOARD OF DIRECTORS

8.1 The number of directors constituting the initial Board of Directors shall be one. The initial director shall serve until the first annual meeting of directors and until his successor is elected and qualified. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Richard L. Castellano	1703 Legion Way S.E. Olympia, WA 98501

8.2 The number of directors of the corporation shall be fixed as provided in the Bylaws, and may be changed from time to time by amendment of the Bylaws, but shall never be less than one.

8.3 A director may be removed from office for cause by a majority vote of all directors then holding office at a special meeting called for such purpose.

ARTICLE IX

INDEMNIFICATION

To the full extent permitted by the Washington Nonprofit Corporation Act, RCW 24.03, the personal liability of a director to the corporation and its members, if any, shall be eliminated

and the corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she is or was a director, against judgment, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with such proceeding. Provided, however, that the corporation shall neither indemnify a director, nor that shall the director's liability be eliminated for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a 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. The corporation shall also indemnify any officer, agent or employee who is or was not a director, to the same extent, and with the same limitations, that the corporation is authorized to indemnify directors. The Board of Directors may, from time to time, approve by general or specific action of the Board, or by contract, the indemnification of any other person which the corporation has the power to indemnify under the Act. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE X

PRIVATE FOUNDATION STATUS

If this corporation is a private foundation as defined in Section 509 of the Code, then the balance of this article shall apply.

A. The corporation shall be prohibited from:

1. Engaging in any act of "self -dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

2. Retaining any "excess business holdings" (as defined Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

3. Making any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

4. Making any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

B. The corporation shall be required to distribute, for the purposes specified herein, for each taxable year, amounts at least sufficient to avoid for the liability tax imposed by Section 4942(a) of the Code.

ARTICLE XI

INCORPORATORS

The name and address of each incorporator is:

Name

Address

Steve Wilcox

3803 Giles Rd NE
Olympia, WA 98506

IN WITNESS WHEREOF, the incorporator has signed these Articles in duplicate this 15 day of June, 1999.




STEVE WILCOX

CONSENT TO SERVE AS REGISTERED AGENT

WKG, Inc., a Washington corporation, hereby consents to serve as Registered Agent, in the State of Washington, for Friends of Olympia Farmers Market. Kevin R. Lyon understands that as agent for said corporation, he will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of Friends of Olympia Farmers Market.

DATED: 6-15-99



KEVIN R. LYON
112 4th Ave East
Olympia, WA 98501