

**Resolution of the Board of Directors
Of**

**Wildlife Committee of Washington,
a Washington Nonprofit Corporation**

**CORRECTING SCRIVENER ERRORS and ratifying
prior resolutions of the Board of Directors and
Members**


I. RECITALS


- A. On December 5, 2018, the Board of Directors of the Wildlife Committee of Washington (herein the "Board" and the "Corporation" respectively) took action to present to the Members of the Corporation a proposal to amend the Agreement of Association of the Wildlife Committee of Washington filed with the Washington Secretary of State on October 2, 1945, and as amended by the Articles of Amendment filed with the Washington Secretary of State on December 26, 2012. A copy of said Resolution of the Board is attached hereto as Exhibit A, which includes a copy of the proposed Amended and Restated Articles of Incorporation.
- B. On April 10, 2019, the Members of the Corporation approved the proposed Amended and Restated Articles of Incorporation. A copy of the April 10, 2019 meeting minutes are attached hereto as Exhibit B.
- C. The proposed Amended and Restated Articles of Incorporation were not filed with the Washington Secretary of State following approval by the Members on April 10, 2019.
- D. The Resolution of the Board dated December 5, 2018 and the proposed Amended and Restated Articles of Incorporation approved by the Members on April 10, 2019 included scrivener errors. Specifically, both the Resolution and the proposed Amended and Restated Articles of Incorporation misidentified the name of the Corporation as "Wildlife Committee of Washington, Inc." The correct name of the Corporation is "Wildlife Committee of Washington."
- E. Review of the Corporation's records have identified numerous instances beginning in as early as 1952 where the Corporation has been misidentified by the name "Wildlife Committee of Washington, Inc." and "Wildlife Committee of Washington Incorporated", including correspondence and documents accepted for filing with the Washington Secretary of State.

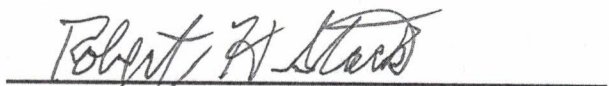
F. The Board now takes action to correct the aforementioned scrivener's errors and adopt and ratify the Amended and Restated Articles of Incorporation approved by the Members on April 10, 2019.


II. RESOLUTION

1. On this 1st day of September of 2021, the undersigned individuals comprising the Board of Directors of the Wildlife Committee of Washington attended a regular meeting of the Board.
2. By unanimous approval of the Board Members in attendance, the Board voted in favor to correct scrivener's errors and adopt and ratify the Amended and Restated Articles of Incorporation approved by the Members on April 10, 2019.
3. By unanimous approval of the Board Members in attendance, the Board authorized the President Joseph Rinaldi to take action necessary to sign and cause to be filed with the Washington Secretary of State the corrected Amended and Restated Articles of Incorporation in the form attached hereto as Exhibit C.



President Joseph C. Rinaldi

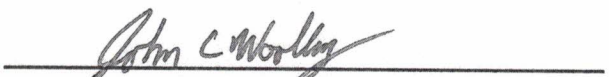

First Vice President Michael Wickser


Second Vice President ROBERT H. STACK



Past President GARY B. WEBSTER


Corresponding Secretary MARTIN MOREHOUSE


Recording Secretary Dale Sieg


Treasurer John C. Woolley


Chairman of the Board of Trustees Jeff LeMone


John T. Sutton - Trustee

Chairman-Elect of the Board of Trustees Trustee


Trustee JEFFREY A. GOMES


Trustee JAMES N. THOMPSON

Exhibit A

Resolution of the Board of Directors
Of
Wildlife Committee of Washington, Inc.
a Washington Nonprofit Corporation

- 1) Adopting RCW Chapter 24.03 Washington Nonprofit Corporation Act pursuant to RCW 24.03.017; and**
- 2) Directing the Corresponding Secretary to Notice Vote of the Members on proposed Amended and Restated Articles of Incorporation Wildlife Committee of Washington, Inc. A Washington Nonprofit Corporation.**

We, the duly appointed and acting Board of Directors as defined at Article VIII of the Bylaws of the Corporation, by a majority or greater vote at a meeting of the Board of Directors held on December 5th, 2019, hereby take the following corporate actions:

1) Pursuant to RCW 24.03.017, hereby elect to have RCW Chapter 24.03 Washington Nonprofit Corporation Act and the provisions thereof apply to the Wildlife Committee of Washington, Inc. The President is hereby authorized and directed to deliver to the Washington Secretary of State a Statement of Election in compliance with RCW 24.03.017.

2) Pursuant to RCW 24.03.160 and RCW 24.03.165, hereby resolve that the proposed Amended and Restated Articles of Incorporation Wildlife Committee of Washington, Inc. A Washington Nonprofit Corporation be submitted to a vote at the corporation's meeting of the Members scheduled for January 9th, 2019. The Corresponding Secretary shall provide notice of the proposed Amended and Restated Articles of Incorporation according to the Corporation's Bylaws, and notice the Members the proposed Amended and Restated Articles of Incorporation shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.

Signatures on Following Page

Amended and Restated Articles of Incorporation

Wildlife Committee of Washington, Inc.

A Washington Nonprofit Corporation

I, the Incorporator, a natural person age 18 years or older, adopt this Amended and Restated Articles of Incorporation under RCW Chapter 24.03 Washington Nonprofit Corporation Act, specifically RCW 24.03.183. These Amended Articles of Incorporation shall amend, restate, and replace the nonprofit corporation's Agreement of Association of The Wild Life Committee of Washington dated October 1, 1945, and Articles of Amendment dated December 12, 2012.

Article One Name

The name of the nonprofit corporation is Wildlife Committee of Washington, Inc. Wildlife Committee of Washington, Inc. does business under the name Kenmore Shooting Range.

Article Two Registered Agent and Office

The name of the initial registered agent and registered office in the State of Washington are:

Joseph Rinaldi
1031 228th SW
Bothell, WA 98021

Article Three Name and Address of the Incorporator

The name and residence of the Incorporators are:

Name:

Address:

Joseph Rinaldi

1031 228th SW
Bothell, WA 98021

Article Four Duration

The nonprofit corporation's duration is perpetual, or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved.

Article Five Purposes

The nonprofit corporation is organized and will be operated exclusively for general charitable and educational purposes as set forth in Internal Revenue Code Section 501(c)(4) including, for these purposes, making distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(4).

The objectives and purpose of this organization shall be to promote and support the hunting and fishing sports, conservation of our natural resources, scientific fish and game management, the shooting sports, the safe use of firearms, the proper respect for and observation of fish and game laws, the U.S. Constitution and Bill of Rights, and the Washington State Constitution, and to educate the community on these subjects.

Article Six Dissolution

When the nonprofit corporation dissolves, the Board of Directors will, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporation assets to one or more organizations organized and operated exclusively for charitable and educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(4), or similar tax code if permitted. If practicable, it is the intent such distribution shall be to one or more organizations operated for the same or similar purpose as set forth in Article Five, with such decision to be made by the Board of Directors as permitted by the By-Laws of the nonprofit corporation as in effect from time to time.

If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located, will dispose of those assets exclusively for charitable and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(4) or similar tax code if permitted, as the court determines.

Article Seven Restrictions

No part of the net earnings or assets of the nonprofit corporation will inure to the benefit of, or be distributable to, its director, officers or any other private persons. But the nonprofit corporation may pay reasonable compensation for services provided and make payments and distributions in furtherance of the purposes set forth in the Amended Articles of Incorporation.

The nonprofit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation.

Article Eight Board of Directors and Members

The nonprofit corporation is organized on a non-stock basis and may have one or more class of Members and a Board of Directors.

The designation of the class or classes, the manner of election or appointment and the qualifications and rights of the Members of each class shall be as provided in the By-Laws of the nonprofit corporation as in effect from time to time and consistent with the laws of the State of Washington.

The Board of Directors will have authority for all affairs of the nonprofit corporation and may exercise all powers of the nonprofit corporation as permitted by federal law, state law, and the Amended Articles of Incorporation and By-Laws of the nonprofit corporation as in effect from time to time. The manner of election or appointment and the qualifications of the Board of Directors shall be as provided in the By-Laws of the nonprofit corporation as in effect from time to time and consistent with the laws of the State of Washington.

The number of directors to constitute the first Board of Directors is twelve. After this initial Board of Directors is organized, it may change the number of director in the manner provided in the By-Laws and consistent with the laws of the State of Washington.

Article Nine By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend, and repeal from time to time, the By-Laws of the nonprofit corporation.

Article Ten Amendments

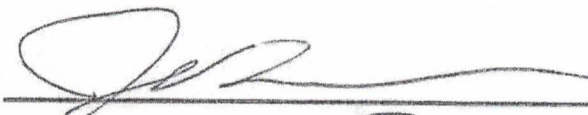
The nonprofit corporation may amend the Amended Articles of Incorporation in the manner provided by the laws of the State of Washington. But no amendment may authorize the Board of Directors to conduct the affairs of the nonprofit corporation in any manner or for any purpose contrary to the provisions of the Internal Revenue Code Section 501(c)(4), or similar tax code if adopted by the Board of Directors.

Article Eleven Miscellaneous

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Washington are to the laws of the State of Washington as now in force or later amended.

To the maximum extent permissible by RCW 23B.08.320 and 23B.08.500 through 23B.08.600, no Director shall be liable to the corporation or its Members for monetary damages for conduct as a Director, with the exception of acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, for conduct violating RCW 23B.08.310, 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.

Signature on Following Page



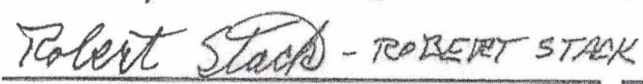
President

JOSEPH C. RINALDI



First Vice President

MICHAEL WICKSER



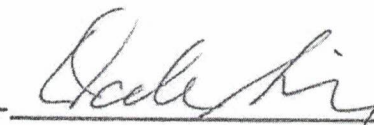
Second Vice President



Past President

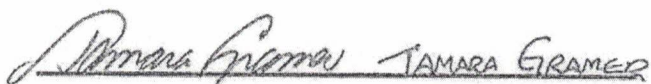


Corresponding Secretary

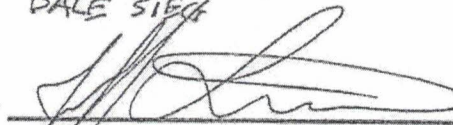


Recording Secretary

DALE SIEFF

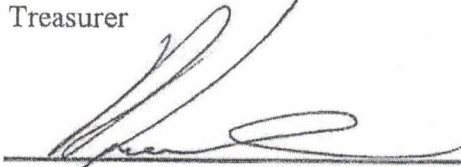


Treasurer



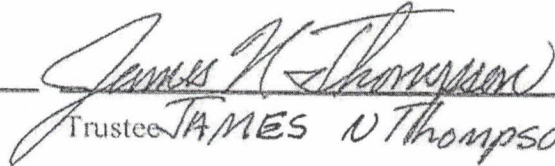
JEFF LEMAYNE

Chairman of the Board of Trustees

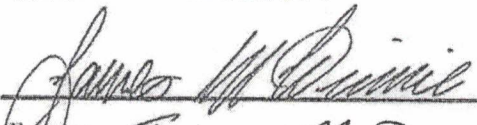


Chairman-Elect of the Board of Trustees

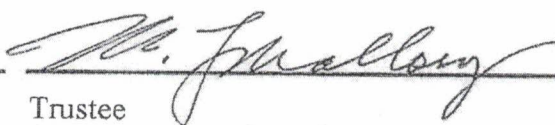
DAVID LEWINSON



Trustee JAMES N. THOMPSON



Trustee JAMES M. DINNIE



Trustee

MORTON L. MALLORY JR.

April 22 *P*

IN WITNESS WHEREOF, the Amended Articles of Incorporation is signed on ~~January 15,~~
2019.


Joseph Rinaldi

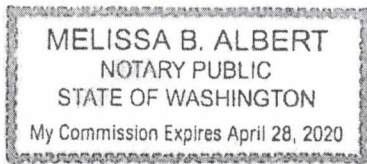
STATE OF WASHINGTON


)
) ss.

COUNTY OF KING

)

I certify that I know or have satisfactory evidence that Joseph Rinaldi is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.





Notary Public for the State of Washington
Melissa B. Albert
My commission expires April 28, 2020

Exhibit B

**WCW Annual Membership Meeting
Minutes – April 10, 2019**

Meeting called to order at 7:30 PM by
President Joe Rinaldi.

Present board members:

Joe Rinaldi (President)
Mike Wichser (1st Vice President)
Robb Stack (2nd Vice President)
Tami Gramer (Treasurer)
Ping Look (Corresponding Secretary)
Dale Sieg (Recording Secretary)
Dave Levinson (Chairman of Trustees)
Jeff LeMoine (Chairman Elect)
Jim Dinnie (Exiting Trustee)
Jim Thompson (Trustee)
Larry Mallory (Trustee)
Soo Drechsler (Entering Trustee)

Excused board members:

Gary Webster (past President)

Guests:

None

Guest Topics:

No guest topics this week.

Reading of the last Board Member

Meeting minutes:

Dan Barton moved to dispense the reading
of the last Board Member Meeting minutes.
Dave Levinson seconded. Passed.

**Reading of the last Members' Meeting
minutes:**

Dan Barton moved to dispense the reading
of the last Members' Meeting minutes.
Dave Levinson seconded. Passed.

Committee reports:

A brief review of the Archery Committee's,
Handgun Committee's, Rifle Committee's,
Shotgun Committee's, Operations
Manager's, Corresponding Secretary's,
Trustees', Treasurer's and Finance
Committee reports follow. The full versions
of these reports are listed elsewhere in this
newsletter.

Archery Report:

Ken Deleone presented.
Ken highlighted members' accomplishments
over the last year. Ken mentioned they are
looking to replace some indoor and outdoor

targets. He has made a recommendation to the board.

Handgun Report:

Jo Schneider presented.

There is a new special use program. She described how it works. She also shared recent events and future events.

Rifle Report:

Martin Morehouse presented.

Martin shared the number of participants and events held over the last year. The committee is looking for people interested in becoming an NRA instructor. The club will be holding a rifle sight in event. They are looking for volunteers. We will also be holding a youth event this summer. The committee is looking into portable targets and electronic targets.

Shotgun Report:

Dave Elliott presented.

Dave shared last year's events and discussed the success of several members. Dave also shared events that will be held this coming year.

Presentation of awards:

Volunteer of the Year – Ron Orr and

Ronald Hanantha

Gerard Loop Award – Vic Alvarez

Coach of the Year – Mike Wichser

Operations Manager Report:

Mark Silver presented.

Mark shared we now have a yearly maintenance schedule. We have completed inventory. We have ordered all ammunition and shooting supplies for this coming year. We have started classes for Concealed Weapons permits and the I-1639 certificate. We have also started a shooting qualification program. The new club sign will be installed soon, and we will be moving our flag pole. We will be cleaning our indoor traps and are looking for volunteers to help.

Corresponding Secretary's Report:

No report was presented.

Trustees' Report:

Dave Levinson presented.

Dave shared events from the last year.

A member asked what our tax rate went up to? It went from 10.3% to 10.4%.

Treasurer's Report:

Tami Gramer presented.

Tami present last year's actual numbers to last year's budget and the budget for this coming year.

A member asked if the number of members was constant from last year to this year?

Yes.

A member asked if the club has investigating advertising? What about discounts and incentives? We are looking into Group-On, social media, website improvements and other advertising options. Ted Hudlow moved to accept the budget for this coming year. Ken Deleone seconded. Passed.

Finance Committee Report:

No report was presented.

Worth noting:

The Board of Directors would like to give a special thank you to Jim Dinnie for his time served as a Trustee on the Board of Directors. The board provided Jim Dinnie a plaque and special award.

Old Business:

Dave Levinson brought up the need to approve the Articles of Resolution of the Board of Directors.

Ted Hudlow moved to approve the Articles of Resolution. Jo Schneider seconded. Passed.

New Business:

Soo Drechsler was introduced as the new Trustee replacing Jim Dinnie. Tami Gramer asked for Dale Sieg to present the new list of board members.

President - Joe Rinaldi

1st Vice President – Mike Wichser

2nd Vice President – Robb Stack

Treasurer – Tami Gramer

Corresponding Secretary – Ping Look

Recording Secretary – Dale Sieg

Chairman of Trustees---David Levinson

Chairman Elect – Jeff LeMoine

Trustee---Jim Thompson

Trustee – Larry Mallory

Trustee – Soo Drechsler

Joe Rinaldi mentioned we are putting together a Youth Shooting Introduction Day

on August 17th. Joe asked the members to encourage people to come. We also welcome volunteers. If you are available and would like to help, please contact the board.

Joe also presented the club will be raffling off a hunt. We will draw tickets for four hunts. One ticket provides an opportunity to win one of the four hunts. If you purchase more than one ticket, you could win more than one hunt. We are starting to sell tickets today (April 10th). The drawing will be the Members' Annual Meeting in 2020. You can get tickets at all the range offices. We will also be selling tickets at events like gun shows. A member asked if this was for members only? No. This will be open to the public.

A member suggested providing a covered shooting area in the shotgun range.

Another member suggested we provide heating in the handgun range.

We discussed the range hours. A suggestion was made to change the handgun range hours to be from 9am to 7pm versus noon to 7pm. The board will be considering these options.

We discussed how the club should communicate with members. Some members suggested we send out short emails with changes happening at the range. For example, announcing the increase to 10 rounds in a magazine on the public rifle range

A member suggested we increase the price of using the range for the public to increase incentive for people to become a member. Another member suggested we add a note to our hours on our website stating we allow 10 rounds in a magazine on our public rifle range.

Another suggestion was for the club to email the members asking what they like about the club and suggestions they have to increase public use and membership.

Robb Stack presented a concept of adding a series of signs along 228th. What do people think? Someone thought it would be better to spend money on the comfort of the range (covered areas, heaters and etc.) before we spend money on signs.

For the Good of the Order:

The annual picnic will be on June 23rd. On July 4th, Dan Barton will drive a Jeep with a trailer in the Bothell 4th of the July parade.

He wants to hand out 400 fliers and needs four volunteers. Dale Sieg volunteered.

Dan still needs 3 volunteers. Ted Hudlow said there are banners in the back room. If you are no longer using a banner that is yours, please remove it.

A member asked why we do not rent firearms? There are a lot of things we need to consider before we do that. For now, we are not prepared to rent firearms.

One of the members complimented the club for the improvements they have made over the last couple years.

Larry Mallory suggested all members post something good about this club (for example, increasing the round capacity limit in magazines on the rifle range) on their social media with we get home tonight.

Ted Hudlow moved to adjourn the meeting at 9:56 PM. Seconded by Joe Rinaldi.
Passed.

Respectfully submitted by Dale Sieg,
Recording Secretary.

Exhibit C

Amended and Restated Articles of Incorporation

Wildlife Committee of Washington, A Washington Nonprofit Corporation

Preamble

I, the Incorporator, a natural person age 18 years or older, adopt this Amended and Restated Articles of Incorporation under RCW Chapter 24.03 Washington Nonprofit Corporation Act, specifically RCW 24.03.183. These Amended Articles of Incorporation shall amend, restate, and replace the nonprofit corporation's Agreement of Association of The Wildlife Committee of Washington dated October 1, 1945, and Articles of Amendment dated December 12, 2012. These Amended Articles of Incorporation were approved and adopted at the meeting of the Members on April 10, 2019, a quorum was present, and these Amended Articles of Incorporation received at least two-thirds of the votes which Members present at said meeting or represented by proxy were entitled to cast. Provided, these Articles when approved by the Members contained a scrivener's error which misidentified the name of the "Wildlife Committee of Washington" as Wildlife Committee of Washington, Inc.", which the Board of Directors took action to correct at a special meet of the Board occurring on September 1, 2021.

Article One Name

The name of the nonprofit corporation is Wildlife Committee of Washington. Wildlife Committee of Washington does business under the name Kenmore Shooting Range.

Article Two Registered Agent and Office

The name of the initial registered agent and registered office in the State of Washington are:

Joseph Rinaldi
1031 228th SW
Bothell, WA 98021

Article Three Name and Address of the Incorporator

The name and residence of the Incorporators are:

Name:

Address:

Article Four Duration

The nonprofit corporation's duration is perpetual, or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved.

Article Five Purposes

The nonprofit corporation is organized and will be operated exclusively for general charitable and educational purposes as set forth in Internal Revenue Code Section 501(c)(4) including, for these purposes, making distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(4).

The objectives and purpose of this organization shall be to promote and support the hunting and fishing sports, conservation of our natural resources, scientific fish and game management, the shooting sports, the safe use of firearms, the proper respect for and observation of fish and game laws, the U.S. Constitution and Bill of Rights, and the Washington State Constitution, and to educate the community on these subjects.

Article Six Dissolution

When the nonprofit corporation dissolves, the Board of Directors will, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporation assets to one or more organizations organized and operated exclusively for charitable and educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(4), or similar tax code if permitted. If practicable, it is the intent such distribution shall be to one or more organizations operated for the same or similar purpose as set forth in Article Five, with such decision to be made by the Board of Directors as permitted by the Bylaws of the nonprofit corporation as in effect from time to time.

If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located, will dispose of those assets exclusively for charitable and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(4) or similar tax code if permitted, as the court determines.

Article Seven Restrictions

No part of the net earnings or assets of the nonprofit corporation will inure to the benefit of, or be distributable to, its director, officers or any other private persons. But the nonprofit corporation may pay reasonable compensation for services provided and make payments and distributions in furtherance of the purposes set forth in the Amended Articles of Incorporation.

The nonprofit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation.

Article Eight Board of Directors and Members

The nonprofit corporation is organized on a non-stock basis and may have one or more class of Members and a Board of Directors.

The designation of the class or classes, the manner of election or appointment and the qualifications and rights of the Members of each class shall be as provided in the Bylaws of the nonprofit corporation as in effect from time to time and consistent with the laws of the State of Washington.

The Board of Directors will have authority for all affairs of the nonprofit corporation and may exercise all powers of the nonprofit corporation as permitted by federal law, state law, and the Amended Articles of Incorporation and Bylaws of the nonprofit corporation as in effect from time to time. The manner of election or appointment and the qualifications of the Board of Directors shall be as provided in the Bylaws of the nonprofit corporation as in effect from time to time and consistent with the laws of the State of Washington.

The number of directors to constitute the first Board of Directors is twelve. After this initial Board of Directors is organized, it may change the number of director in the manner provided in the Bylaws and consistent with the laws of the State of Washington.

Article Nine Bylaws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend, and repeal from time to time, the Bylaws of the nonprofit corporation.

Article Ten Amendments

The nonprofit corporation may amend the Amended Articles of Incorporation in the manner provided by the laws of the State of Washington. But no amendment may authorize the Board of

Directors to conduct the affairs of the nonprofit corporation in any manner or for any purpose contrary to the provisions of the Internal Revenue Code Section 501(c)(4), or similar tax code if adopted by the Board of Directors.

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Article Eleven Miscellaneous

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Washington are to the laws of the State of Washington as now in force or later amended.

To the maximum extent permissible by RCW 23B.08.320 and 23B.08.500 through 23B.08.600, no Director shall be liable to the corporation or its Members for monetary damages for conduct as a Director, with the exception of acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, for conduct violating RCW 23B.08.310, 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.

IN WITNESS WHEREOF, the Amended Articles of Incorporation is signed on
April 14, 2021. *39*



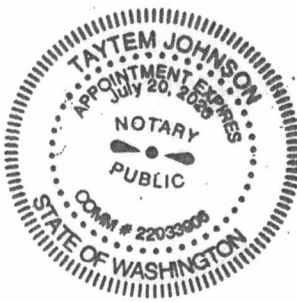
Joseph Rinaldi

STATE OF WASHINGTON)

) ss.

COUNTY OF KING)

I certify that I know or have satisfactory evidence that Joseph Rinaldi is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.



Notary Public for the State of

Washington: Taytem Johnson

My commission expires July 20, 2026

Wildlife Committee of Washington, A Washington Non-Profit Corporation
Amended Articles of Incorporation