

**ARTICLES OF AMENDMENT AND RESTATEMENT**  
**OF**  
**ARTICLES OF INCORPORATION**  
**OF**  
**WILDLIFE COMMITTEE OF WASHINGTON**

Pursuant to the Washington Nonprofit Corporation Act, Chapter 24.03A of the Revised Code of Washington (“WNCA”), the undersigned corporation adopts the following Articles of Amendment and Restatement of Articles of Incorporation of Wildlife Committee of Washington:

FIRST:           The name of the corporation is “Wildlife Committee of Washington”.

SECOND:        The document attached hereto as Exhibit “A” sets forth a restatement of the Articles of Incorporation, which contain amendments to the Articles of Incorporation.

THIRD:          The Corporation certifies that its total gross revenue in the most recent fiscal year was more than \$500,000.

FOURTH:        The document attached hereto as Exhibit “A” was duly adopted by an act of the voting members of the Corporation on \_\_\_\_\_, 2023.

DATED: \_\_\_\_\_, 2023.

**WILDLIFE COMMITTEE OF WASHINGTON**

- \_\_\_\_\_  
By:  
Its:

**EXHIBIT A**  
**ARTICLES OF AMENDMENT AND RESTATEMENT**  
**OF**  
**ARTICLES OF INCORPORATION**  
**FOR**  
**WILDLIFE COMMITTEE OF WASHINGTON**

These Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of WildLife Committee of Washington, all pursuant to the Washington Nonprofit Corporation Act, Chapter 24.03A of the Revised Code of Washington (“WNCA”).

**ARTICLE I**  
**NAME**

The name of the corporation is Wildlife Committee of Washington (the “Corporation”).

**ARTICLE II**  
**DURATION**

The duration of the Corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSES AND POWERS**

Section 1. Purposes. The Corporation is a charitable nonprofit corporation organized and operated exclusively for charitable and educational purposes as well as to lessen the burdens of government within the meaning of Code Section 501(c)(3). These purposes shall include, but not be limited to, preserving, conserving, and propagating wildlife in Washington’s fields, forests, and streams; operating an archery and shooting facility open to the general public on an objective and non-discriminatory basis; carrying on educational programs that promote sportsmanship and citizenship; and offering training opportunities to state, local, and federal law enforcement officers. The Corporation may carry out its purposes directly or by making gifts, grants, or other payments to qualifying organizations. In these Articles, the term “I.R.C.” means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by the WNCA or in these Articles of Incorporation or the Corporation’s Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a charitable nonprofit corporation organized for the purpose set forth above or are necessary or incidental to the powers so conferred or are conducive to the attainment of the Corporation’s purpose.

## **ARTICLE IV ACTIVITIES AND RESTRICTIONS**

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual, officer, or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. § 501(c)(3). The Corporation shall neither participate nor intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, including the publication or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual, officer, or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation to which contributions are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, retain any excess business holdings, make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

## **ARTICLE V BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors, which currently consist of five (5) directors and shall in the future consist of such number of persons as shall be fixed by the Bylaws from time to time but shall not be less than the number of directors required by the WNCA. The terms of office, qualifications, and method of election of the directors shall be as specified in the Bylaws. The names and addresses of the current directors are:

John Sutton  
1031 228th Street SW  
Bothell, WA 98021-9402

Patty Woolley  
1031 228th Street SW  
Bothell, WA 98021-9402

David Levinson  
1031 228th Street SW  
Bothell, WA 98021-9402

Scott Ray  
1031 228th Street SW  
Bothell, WA 98021-9402

Aaron Morales  
1031 228th Street SW  
Bothell, WA 98021-9402

## **ARTICLE VI OFFICERS**

The names and addresses of the current officers are:

Joseph C. Rinaldi, President  
1031 228th Street SW  
Bothell, WA 98021-9402

Jeffrey Gomes, 1st Vice President  
1031 228th Street SW  
Bothell, WA 98021-9402

Gabe Shank, 2nd Vice President  
1031 228th Street SW  
Bothell, WA 98021-9402

Martin Morehouse, Corresponding Secretary  
1031 228th Street SW  
Bothell, WA 98021-9402

Dale Sieg, Recording Secretary  
1031 228th Street SW  
Bothell, WA 98021-9402

Joseph A. Maggiora, Treasurer,  
1031 228th Street SW  
Bothell, WA 98021-9402

## **ARTICLE VII MEMBERS**

The Corporation shall have one or more classes of members whose respective qualifications, rights, and method of acceptance shall be as specified in the Bylaws.

## **ARTICLE VIII NON-DISCRIMINATION**

In carrying out the purposes of the Corporation, no distinction shall be made among the members, patrons, or employees on the account of race, color, gender, religion, creed, age, disability, veteran status, or national or ethnic origin.

## **ARTICLE IX AMENDMENT**

Section 1. Amendment Proposal. Any amendment, restatement, or repeal of these Articles of Incorporation must be proposed by either: (i) a majority (51%) of the Corporation's Board of Directors; or (ii) thirty-three percent (33%) of the voting members entitled to vote on the amendment, restatement, or repeal.

Section 2. Amendment Approval. A majority (51%) of the Corporation's voting members may vote to accept or reject the proposal to amend, restate, or repeal the Bylaws at any regular or special meeting thereof at which a quorum is present.

## **ARTICLE X DISSOLUTION**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as proposed by the Board ~~of Directors shall determine and approved by the voting members~~. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

## **ARTICLE XI PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT**

The mailing and street address of the principal office of the Corporation is 1031 228<sup>th</sup> Street SW, Bothell, Washington 98021-9402. The mailing and street address of the registered agent of the Corporation is 711 Capitol Way South, Ste 204, Olympia, Washington 98501 and the registered agent at such address is CT Corporation System.

## **ARTICLE XII INDEMNIFICATION AND LIABILITY**

Section 1. Indemnification. To the fullest extent permitted by the WNCA as the same exist or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as a director, officer,

employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment, or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment, or modification.

Section 2. Liability. To the fullest extent permitted by the WNCA as the same exist or may be hereafter amended, no director or officer of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director or officer. No repeal, amendment, or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director or officer of the Corporation occurring prior to such repeal, amendment, or modification.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
Dale Sieg, Recording Secretary