

FEB 04 1998

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF AMENDMENT

CLEVELAND HIGH SCHOOL ALUMNI ASSOCIATION A WASHINGTON NONPROFIT CORPORATION

The Articles of Incorporation of Cleveland High School Alumni Association filed with the Secretary of State of Washington on October 4, 1996 are hereby amended to read in its entirety as follows:

1. NAME. The name of this nonprofit Corporation is:

CLEVELAND HIGH SCHOOL ALUMNI ASSOCIATION

2. PURPOSES. This nonprofit Corporation is organized and operated under RCW 24.03, the Washington Nonprofit Corporation Act, exclusively for the purposes of: (A) preserving the Cleveland Memorial Forest, commonly located on the SE Issaquah-Fall City Road in King County, Washington, as a memorial in perpetuity to those Cleveland students who gave their lives in the service of the United States of America; (B) supporting the educational uses in forestry, ecology, botany, and environmental studies of the forest; and © supporting and assisting, by means of contributions of goods and services, the students and staff of Cleveland High School of Seattle, Washington in their educational endeavors. In 1944 the students of Cleveland Junior and Senior High School did contribute the entire purchase price of such forest as a memorial for those fellow students who gave their lives in the service of the United States during World War II.

- 2.1. Notwithstanding any other provision of these articles, this nonprofit Corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a charitable organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a charitable organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- 2.2. No part of the income of this nonprofit Corporation shall be distributable to its members, directors, or officer, except that this nonprofit Corporation may pay compensation, in a reasonable amount as approved by the Board, to its members, directors, or officers for prior approved services rendered. In the event of dissolution, final liquidation, or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under section

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501(c)(3) of the Internal Revenue Code, preferably to such an organization associated with Cleveland High School.

3. **MEMBERSHIP.** Any individual who has attended Grover Cleveland Junior or Senior High School shall be entitled to be a member upon applying for membership in such form, paying such fees, and/or complying with such other requirements as the Board of Directors may direct.

4. **BOARD OF DIRECTORS.** The affairs of this nonprofit Corporation shall be managed by a board of directors, the number and election of which shall be described in the bylaws, except as to the name, address, and number of the initial board of directors set forth below. Except for the initial officers of this nonprofit Corporation set forth below, the members of the Board of Directors shall elect from its members the officers of the Board who shall also act as the officers of this nonprofit Corporation.

- a. President, Donald Clifford, 3601 69th Avenue West, University Place, WA 98466-5119.
- b. Vice-President, Donald E. Case, 20136 102nd Place SE, Kent, WA 98031.
- c. Secretary, Patricia Clifford, 3601 69th Avenue West, University Place, WA 98466-5119.
- d. Treasurer, Terence L. Wong, P.O. Box 40389, Bellevue, WA 98015-4389.
- e. Pat Matzek Aschraft, 2848 S. 211th Street, SeaTac, WA 98198.
- f. Stanley Ridings, 9722 242nd Place SW, Edmonds, WA 98020.
- g. Edward Boprey, 3608 28th Ave SW, Seattle, WA 98199-1731.
- h. Richard Case, 405 163rd Place SE, Bellevue, WA 98008.
- i. Elaine Seibert Comerford, 12620 SE 59th Street, Bellevue, WA 98006-3956.
- j. Loretta Scott, 13059 39th Avenue NE, Seattle, WA 98125.
- k. Byron Coney, 1047 Belmont Place E, Seattle, WA 98102.
- l. Scott Case, 2209 27th SE, Puyallup, WA 98374.

5. **LIABILITY OF DIRECTORS.** The personal liability of a director to this nonprofit Corporation or its members shall be eliminated for monetary damages for conduct as a director; PROVIDED, that the liability of a director 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. This nonprofit Corporation shall have the power to indemnify or agree to indemnify any director or officer or former director or officer or other persons in the manner and to the extent provided in the laws of Washington for nonprofit corporations, as now existing or hereafter amended.

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6. REGISTERED OFFICE AND AGENT. The name of the initial registered agent of this nonprofit Corporation and the address of its initial registered office are as follows:

Terence L. Wong
2023 120th Avenue NE, Suite 100
Post Office Box 40389
Bellevue, Washington 980154389

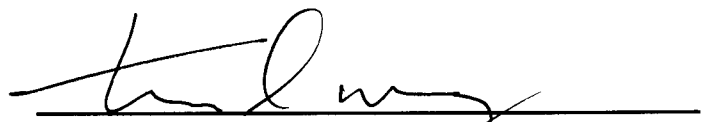
7. INCORPORATOR. The name and address of the incorporator is as follows:

Terence L. Wong
2023 120th Avenue NE, Suite 100
Post Office Box 40389
Bellevue, Washington 98015-4389

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The Board of Directors of this nonprofit Corporation for the purpose of amending the Articles of Incorporation under the Washington Nonprofit Corporation Act, have adopted these Articles of Amendment for this Corporation by resolution at a board meeting on January 14, 1998 and the Association Members have voted to ratify this Articles of Amendment at its annual meeting on January 24, 1998 where a quorum was present at such meeting and such articles of amendment received at least two-thirds of the votes which the members present at such meeting or represented by proxy were entitled to cast.

DATED: January 24, 1998


Terence L. Wong, Treasurer
Cleveland High School Alumni Association