AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ORCAS CENTER

Pursuant to the provisions of the Washington Nonprofit Corporation Act, RCW 24.03A (the "**Act**"), Amended and Restated Articles of Incorporation of ORCAS CENTER (these "**Articles**"), a nonprofit Washington corporation, are as follows:

ARTICLE I.
CORPORATE NAME/STATUS/FUNCTION/PURPOSES

1. <u>Corporate Name</u>. The name of the corporation is ORCAS CENTER (the "**Corporation**").

2. <u>Status</u>. The Corporation hereby elects to be organized under the provisions of the Act as a nonprofit corporation.

3. <u>Function</u>. The Corporation's principal function will be to maintain and operate a community center building for the benefit of the residents of Orcas Island and any other functions approved by the Corporation's board of directors (each director, a "**Director**" and collectively, the "**Board**") consistent with this goal, as provided in the bylaws of the Corporation.

4. <u>Purposes</u>. The Corporation is organized and operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "**Code**"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

ARTICLE II.
PERIOD OF DURATION/RESTRICTIONS ON PROFIT/OTHER RESTRICTIONS/ DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. <u>Period of Duration</u>. The period of duration of the Corporation shall be perpetual.

2. <u>Restrictions on Profit</u>. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.4 hereof.

3. <u>Other Restrictions</u>. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation,

and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III.
ARTICLES OF INCORPORATION AMENDMENTS/BYLAW AMENDMENTS

1. Articles of Incorporation Amendments. The Corporation's Articles of Incorporation may be amended by a vote of two-thirds of those Directors present at any regular or special meeting at which a quorum is present.

2. Bylaws Amendments. The Corporation's bylaws may be amended as provided in the bylaws of the Corporation.

ARTICLE IV.
MEMBERSHIP/DIRECTORS

1. Membership. The Corporation shall have members as defined in Section 24.03A.010(45) of the Act, as amended. The members of the Corporation shall have the rights and obligations as provided in the bylaws of the Corporation.

2. Directors. The affairs of the Corporation shall be managed by the Board. The number and qualifications of Directors, the manner of election and terms of office, removal, and any other requirements, shall be as provided in the Corporation's bylaws as the same are adopted or amended.

ARTICLE V.
FISCAL YEAR

The Corporation shall operate on a fiscal year as established by the bylaws of the Corporation.

ARTICLE VI.
INDEMNIFICATION

Each individual who has been, now is, or shall become a Director, officer, trustee, employee (whether salaried or not), volunteer, or member serving on any committee of the Board, and his or her respective heirs, executors, and personal representatives, shall be indemnified by the Corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Director, officer, trustee, employee, volunteer, or member serving on a committee of the Board, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be acting outside the scope of his or her duties or liable for gross negligence or gross misconduct in the performance of such duties or in which he or she is adjudged liable to the Corporation or in connection with any other proceeding charging improper personal benefit to such person in which he or she is adjudged liable on the basis that personal benefit was improperly received by such person. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board, or otherwise, and the reasonable expenses incurred by such person who is a party to such a proceeding may be paid or reimbursed in advance of final disposition of the proceeding. The Corporation shall purchase and maintain Directors and Officers (D&O) insurance to fully implement this indemnification.

ARTICLE VII.
LIMITATION OF DIRECTOR LIABILITY

A Director shall have no liability to the Corporation or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, a knowing violation of law 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. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

ARTICLE VIII.
REGISTERED AGENT/INITIAL DIRECTORS

1. Registered Agent. The registered agent of the Corporation shall be the Corporation's Executive Director, and its agent's address shall be Orcas Center, 917 Mt Baker Road, Eastsound, Washington 98245.

2. Initial Directors. The initial directors are: Stevens Trainer, Robert Titus, Mark Kennedy, Wallace F. Gudgell, Sr., and Margaret Exton.

ARTICLE IX.
INCORPORATORS

The incorporators and their addresses are:

Stevens Trainer, Star Route Box 80, Olga, WA 98279
Robert Titus, Route 1, Box 386, Eastsound, WA 98245
Mark Kennedy, Eastsound, WA 98245
Wallace F. Gudgell, Sr., Eastsound, WA 98245
Margaret Exton, Box 36, Orcas, WA 98280

ARTICLE X.
ARTICLES SUPERSEDE PRIOR VERSIONS

These Articles supersede any prior articles of incorporation, articles of amendment, or articles of restatement currently in effect in their entirety.

The above Amended and Restated Articles of Incorporation of ORCAS CENTER were adopted at a ______________ meeting of the Board held on ______________________, 2026, and were approved by the members in the manner required by the Act and by the articles and bylaws of the Corporation at a membership meeting held on _____________________, 2026. A quorum of both the Board and members was present at each of the said meetings.