

FILED
SECRETARY OF STATE

JUN 24 2010

STATE OF WASHINGTON

ARTICLES OF AMENDMENT

OF

PRATT FINE ARTS CENTER

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\$50.00 K #31298
id: 1920558

The following Articles of Amendment are executed by the undersigned, a Washington nonprofit corporation:

1. The name of this corporation is Pratt Fine Arts Center.
2. The Articles of Incorporation are amended in their entirety as follows:

ARTICLE 1. NAME

The name of the corporation is Pratt Fine Arts Center.

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes

The corporation is organized exclusively for charitable, scientific, religious, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), including, without limitation, to operate facilities for the purposes of instruction, practice and encouragement of the visual arts.

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Trustee or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Trustees or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 of these Articles of Incorporation.

3.2.2 Distributions; Dissolution

No Trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the board of Trustees of the corporation (the "*Board of Trustees*"), for a purpose or purposes similar to those set forth in Section 3.1 of these Articles of Incorporation, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, exclusively for a purpose or purposes similar to those set forth in Section 3.1 of these Articles of Incorporation, or to such organization or organizations, as said court shall determine, that are organized and operated for similar purposes.

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to (a) engage in any and all such activities as are

incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 of these Articles of Incorporation and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

ARTICLE 4. TRUSTEES

The number of Trustees of the corporation shall be determined in the manner provided by the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided therein.

ARTICLE 5. NO MEMBERS

The corporation shall have no members.

ARTICLE 6. LIMITATION OF TRUSTEE LIABILITY

To the full extent that the Washington Nonprofit Corporation Act (as it exists on the date of these Articles of Incorporation or as it may hereafter be amended) permits the limitation or elimination of the liability of trustees, a Trustee of the corporation shall not be liable to the corporation for monetary damages for conduct as a Trustee. Any amendments to or repeal of this Article 6 shall not adversely affect any right or protection of a Trustee of the corporation for or with respect to any acts or omissions of such Trustee occurring prior to such amendment or repeal. If the Washington Nonprofit Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of trustees, then the liability of a Trustee for the corporation shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended, without any requirement of further action by the corporation.

ARTICLE 7. INDEMNIFICATION

7.1 Right to Indemnification

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*Proceeding*"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Trustee or officer of the corporation or, while a Trustee or officer of the corporation, is or was serving at the request of the corporation as a trustee,

officer, partner, employee or agent of another corporation, or of a foundation, partnership, joint venture, limited liability company, trust, enterprise or other nonprofit entity, including service with respect to employee benefit plans (each such other entity, "*Another Enterprise*") (such person, an "*Indemnified Person*"), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 7.4 of this Article 7, the corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part of such Proceeding) commenced by such Indemnified Person only if the commencement of such Proceeding (or part of such Proceeding) by the Indemnified Person was authorized in advance by the Board of Trustees.

7.2 Restrictions on Indemnification

The corporation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03.043 of the Washington Business Corporation Act in reference to Section 23B.08.310 of the Washington Business Corporation Act; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled; or (d) if the corporation is otherwise prohibited by applicable law from paying such indemnification; provided, however, that if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is amended after the effective date of these Articles of Incorporation, the restrictions on indemnification set forth in this Section 7.2 shall be as set forth in such amended statutory provision.

7.3 Expenses Payable in Advance

The corporation shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding's final disposition (such expenses, "*Advanced Expenses*"), provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 7 or otherwise. Notwithstanding any of the foregoing in this Section 7.3, the corporation shall not be required to pay any Advanced Expenses to a person against whom the corporation directly brings a claim alleging that the corporation is not required to indemnify such person under Section 7.2 of this Article 7.

7.4 Written Statement Required and Right of Indemnified Person to Bring Suit

An Indemnified Person seeking indemnification pursuant to Section 7.1 or Advanced Expenses pursuant to Section 7.3 must first submit to the Board of Trustees a sworn statement requesting indemnification or Advanced Expenses, as the case may be, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "*Claim*"). If (a) a Claim pursuant to Section 7.1 above is not paid in full by the corporation within 60 days after such Claim has been received by the corporation, or (b) a Claim pursuant to Section 7.3 above is not paid in full by the corporation within 30 days after such Claim has been received by the corporation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the corporation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the corporation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the corporation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Article 7 upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the corporation), and, thereafter, the corporation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

7.5 Procedures Exclusive

Pursuant to Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and Advanced Expenses set forth in this Article 7 are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.

7.6 Nonexclusivity of Rights

The right to indemnification and Advanced Expenses conferred by this Article 7 shall not be exclusive of any other right that any person may have or acquire after the effective date of this Articles of Incorporation under (a) any statute, (b) provision of these Articles of Incorporation, (c) the Bylaws of the corporation, (d) by general or specific action of the Board of Trustees, (e) by contract or (f) otherwise.

7.7 Insurance, Contracts and Funding

The corporation may maintain insurance, at its expense, to protect itself and any trustee, officer, partner, employee or agent of the corporation or Another Enterprise against any expense, liability or loss, whether or not the corporation would have the

power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may enter into contracts with any Trustee, officer, partner, employee or agent of the corporation in furtherance of the provisions of this Article 7 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification and Advanced Expenses as provided in this Article 7.

7.8 Indemnification of Employees and Agents of the Corporation

The corporation may, by action of the Board of Trustees, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Article 7 with respect to the indemnification and Advanced Expenses of Trustees and officers of the corporation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

7.9 Persons Serving Other Entities

Any person who, while a Trustee or officer of the corporation, is or was serving (a) as a trustee or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its trustees is held by the corporation or (b) as a partner, trustee or otherwise in an executive or management capacity in a partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be (i) so serving at the request of the corporation and (ii) entitled to indemnification and Advanced Expenses under this Section 7.

ARTICLE 8. AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or permitted by law after the effective date of these Articles of Incorporation.

3. The corporation has no members having voting rights with regard to the question of amendment of the Articles of Incorporation. The date of adoption of the amendments to the Articles of Incorporation by the Board of Trustees is June 23, 2010.

4. The amendments received the affirmative vote of at least a majority of the Trustees then in office.

The effective date of these Articles of Amendment shall be the date of filing by the Secretary of State of the State of Washington.

Dated: JUNE 23, 2010

PRATT FINE ARTS CENTER

By *Cym Diter*
Its *President*