



# SOS

Office of the Secretary of State  
Corporations & Charities Division

## Washington Nonprofit Corporation

See attached detailed instructions

- Standard Filing Fee \$20.00
- Filing Fee with Expedited Service \$70.00

This Box For Office Use Only

09/05/13 2487659-001  
\$0.00 D  
td: 2585857

FILED  
SECRETARY OF STATE  
SEPTEMBER 5, 2013  
STATE OF WASHINGTON

UBI Number: 601 529 000

## ARTICLES OF AMENDMENT

Chapter 24.03 RCW

**SECTION 1**

**NAME OF CORPORATION:** (as currently recorded with the Office of the Secretary of State)  
NOOKSACK NORDIC SKI CLUB

**SECTION 2**

**ARTICLES OF AMENDMENT WERE ADOPTED BY:** (please check and complete one of the following)

- The amendment was adopted by a meeting of members held: (Date) August 6 2013  
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- The amendment was adopted by a consent in writing and signed by all members entitled to vote.
- There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) \_\_\_\_\_

**SECTION 3**

**AMENDMENTS TO ARTICLES ON FILE:** (if necessary, attach additional information)  
ARTICLES ARE AMENDED AS FOLLOWS:

**SECTION 4**

**EFFECTIVE DATE OF ARTICLES OF AMENDMENT:** (please check one of the following)

- Upon filing by the Secretary of State
- Specific Date: \_\_\_\_\_ (Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)

**SECTION 5**

**SIGNATURE:** (see instructions page)

*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

X Esther L. Oliver Esther L. Oliver 31 Aug 2013 360-592-9005  
Signature Printed Name and Title Date Phone

(Articles of Incorporation  
Non-Profit Corporation  
With Members  
Multiple Directors)

08/12/13 2472167-  
001  
\$20.00 K  
Id: 2585857

AMENDED  
ARTICLES OF INCORPORATION  
OF  
NOOKSACK NORDIC SKI CLUB

ARTICLE I  
Name

The name of this corporation is Nooksack Nordic Ski Club.

ARTICLE II  
Duration

This corporation has perpetual existence.

ARTICLE III  
Purpose

The purpose or purposes for which this corporation, a non-profit charitable organization, is organized are:

- ~~(1) To act as a master association in connection with the ongoing activities of the Nooksack Nordic Ski Club;~~
- (2) ~~To engage in any other lawful business activity whatsoever which may hereafter from time to time be authorized by the Board of Directors.~~ Strike #1 & 2, replace with  
Nooksack Nordic Ski Club (NNSC) is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the laws of the state of Washington Nonprofit Corporations for public and charitable purposes (Title 24.03 RCW). The specific and primary purposes are to educate the public and public agencies about issues related to preserving and providing for quality, non-motorized winter recreation on public lands in Whatcom County through (a) public education and recreation in environmentally responsible sport activities; (b) managing the various regulatory permits and grants enabling the Salmon Ridge Trail System; (c) managing, administering and disbursing funds for such public and charitable purposes.

ARTICLE IV  
Powers

This corporation shall have the power to take any lawful action necessary, appropriate or desirable to carry out its purposes consistent with the Washington Nonprofit Corporation Act.

ARTICLE V  
Registered Office

The address of the registered office of the corporation shall be that of the Treasurer of the Corporation, 3760 Squalicum Lake Rd, Bellingham, Washington 98226 ~~is 300 North Commercial, Bellingham, Washington 98225~~ and the name of the registered agent at such address is ~~BD Services Corporation~~ Lynne Oliver.

ARTICLE VI  
Incorporators

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip code</u>
Brian Curtis	3008 Elm	Bellingham	WA	98225
Becky Plumlee	705 N State St., #102	Bellingham	WA	98225

ARTICLE VII  
Directors

The corporation shall have eight (8) initial directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip code</u>
Gary Haufle	3617 Silver Beach Avenue	Bellingham	WA	98226
Ann Steward	864 Woodbine Way	Bellingham	WA	98226
Steve Hindman	1200 32 <sup>nd</sup> St	Bellingham	WA	98225
Brian Curtis	3008 Elm	Bellingham	WA	98225
Regina King	6054 Sunshine Drive	Ferndale	WA	98248
Sharmon Hill	2448 Yew Street Road	Bellingham	WA	98226
Becky Plumlee	705 N State, #102	Bellingham	WA	98226
Leslie Benson	3815 Idaho	Bellingham	WA	98226

The first directors shall serve until the first annual meeting of directors and until their successors are elected and qualified.

ARTICLE VIII  
Members

The corporation shall have one (1) class of members. Except as may otherwise be provided in these Articles of Incorporation, each member shall be entitled to one vote on each matter submitted to a vote of members.

ARTICLE IX  
Limitation on Liability of Directors

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for his or her conduct as a director on or after the date of Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director or (ii) 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, after the effective date of this Article, the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE X  
Distribution of Earnings

No part of the net earnings of the corporation shall inure in whole or in part to the benefit of or be distributable to any officer, director, member or other individual having a personal or private interest in the activities of the corporation except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III hereof.

ARTICLE XI  
Distribution Upon Dissolution

~~Upon the dissolution of the corporation, all of its assets remaining after payment of creditors shall be distributed to an organization or organizations selected by the Board of Directors.~~ Strike and Replace with the following:

The corporation shall dissolve whenever its charter is surrendered or revoked. Upon dissolution, winding up or abandonment of the corporation, the Board, after paying or making provision for the payment of all liabilities of the corporation, shall distribute, in its sole discretion, all remaining assets of the corporation to such other nonprofit funds, foundations, or corporations selected by the Board which are organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended

ARTICLE XII

Amendment of Articles

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on directors are subject to this reserved power.

ARTICLE XIII

Influence Legislation

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.