

**AMENDED ARTICLES OF INCORPORATION
OF
MASTER GARDENER FOUNDATION OF YAKIMA COUNTY**

ARTICLE I

NAME AND LOCATION

The name of the Corporation shall be the MASTER GARDENER FOUNDATION OF YAKIMA COUNTY (“MGFYC”, the Foundation). The location and chief place of business of the Foundation shall be Yakima County in the State of Washington.

ARTICLE II

DURATION

The duration of the Foundation shall be perpetual.

ARTICLE III

PURPOSE

Section 1 The purpose for which the Foundation is formed is solely charitable in furtherance of the Washington State University Extension Master Gardener Program (MGP, the Program) in Yakima County in the State of Washington, without the inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit.

Section 2 The Foundation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 3 Notwithstanding any other provision of these Articles, the Foundation 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation 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).

ARTICLE IV

MEMBERSHIP

Membership of the Foundation shall be open to any individuals who support the purposes as set forth in Article III of these Articles of Incorporation and meet any other membership requirements set forth in the bylaws.

ARTICLE V

STOCK

The Foundation shall have no capital stock.

Master Gardener Foundation of Yakima County
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ARTICLE VI
BOARD OF DIRECTORS, OFFICERS

The primary governing body of the Foundation shall be a Board of Directors (the “Board”). The officers of the Foundation shall be President, Vice President, Secretary and Treasurer. The bylaws shall address rules of membership, and the election, operation and duties of the Board and Officers.

ARTICLE VII
CHANGES TO THE ARTICLES OF INCORPORATION

Section 1 These Articles of Incorporation may be altered or amended by majority vote at a special meeting of the members.

Section 2 If a provision of these Articles of Incorporation is found to be inconsistent with a bylaw, the provision of the Articles of Incorporation shall be controlling.

ARTICLE VIII
DISSOLUTION

Section 1 Dissolution of the Foundation requires a two-thirds majority of the members voting electronically or in person at a duly held general, annual, or special meeting of the members called for that purpose, if at least thirty (30) days advance notice is given to all members regarding the intention to dissolve the Foundation.

Section 2 Upon dissolution of the Foundation or the concluding of its affairs, the assets of the Foundation shall be distributed to the WSU Extension Yakima County Master Gardener Program. If the Yakima County Master Gardener Program is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Foundation shall be distributed to the Washington State University Master Gardener Program, Pullman, Washington. However, if the named recipients are not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Foundation shall be distributed to such nonprofit scientific, or educational organizations as the Board of Directors may select, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

The amended Articles of Incorporation were presented to the general membership on _____. The amended Articles were adopted. A quorum was present at the meeting, and the amendment received at least two-thirds of the votes, of which members were entitled to cast.

Authorized Signature:

<insert name>, President,
Master Gardener Foundation of Yakima County

Date: _____

ARTICLES OF INCORPORATION OF MASTER GARDENER FOUNDATION OF YAKIMA COUNTY

The undersigned, for the purpose of forming a corporation under the nonprofit laws of the State of Washington, RCW 24.03, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME: The name of this corporation shall be MASTER GARDENER FOUNDATION OF YAKIMA COUNTY.

ARTICLE II

DURATION: The duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE: The purpose for which Master Gardener Foundation of Yakima County is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. This corporation is organized solely and exclusively for any and all legal purposes and more particularly for the educational and charitable furtherance of the Master Gardener program in the County of Yakima, without business, trade, avocation, or profession for profit. Without limitation as to the generality of the foregoing, the following purposes are specifically stated:

1. To enhance and supplement the effort of the Washington State Master Gardener program and thereby to provide education and information on horticulture to the citizens of Yakima County.
2. To raise funds to be used to supplement and enhance the Master Gardener program of Washington State University Cooperative Extension.

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3. To facilitate an exchange of ideas and information between individual members of this chapter through periodic newsletters, meetings and seminars.

ARTICLE IV

ORGANIZATION:

- A. This corporation shall be organized on a non-stock basis.
- B. There shall be three classes of membership; Active, Honorary and Associate, as specifically set forth in the by-laws.
- C. Membership may be evidenced by such evidence as may be deemed appropriate by the foundation.
- D. The amount of admission or sponsor fee shall be established by the Foundation board of directors; the procedure for application for membership, and the procedure for collection of the admission or sponsor fee shall be established by the Foundation.
- E. Each active member shall be entitled to vote as set forth in the by-laws.
- F. Membership rights shall not be transferable by assignment or sale, or by inheritance or testament upon the death of the owner and no rights of ownership belonging to any former owner shall insure to assignee, vendee, heir, or legatee.

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ARTICLE V

BOARD OF DIRECTORS: The board of directors shall be elected by the membership and shall direct and administer this corporation in accordance with the by-laws. The names and addresses of the persons to serve as the initial executive board are as follows:

NAME	ADDRESS
Michael Richardson	5403 W. Arlington St., Yakima, WA 98908
James Burley	802 S. 59 th Ave., Yakima, WA 98908
Rae Ellen Bower	281 Cook Road, Yakima, WA 98908
Lucille Meyers	2202 S. 69 th Ave., Yakima, WA 98903
James Corliss	880 E. Bonnieview Rd., Grandview, WA 98930
Shannon Bird	702 S. 48 th Ave., Yakima, WA 98908

ARTICLE VI

AMENDMENTS: Amendments to these Articles may be adopted in accordance with the by-laws.

ARTICLE VII

DISSOLUTION: Upon dissolution of this corporation or the winding up of its affairs, the assets of the corporation shall be distributed to the Washington State Master Gardener Program, Yakima County, the State of Washington, or to such nonprofit scientific or educational horticultural organizations as the membership may select, which would qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code. No part of the assets of the corporation shall ever be distributed to or used for the benefit of any members, trustee or officer of the foundation, or any private individuals or corporations.

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ARTICLE VIII**

LIABILITY: The personal liability of all Foundation members of this corporation for monetary damages for their conduct as a member shall be eliminated to the maximum extent permitted by Title 23A of the Revised Code of Washington, provided that this immunity shall not eliminate or limit the liability of any member for acts or omissions that involve intentional misconduct, a knowing violation of the law, conduct violating RCW 23A.08.450, or for any transaction from which the member personally receives a benefit in money, property, or services to which the member is not legally entitled.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT: The registered office of this corporation shall be: 128 North 2nd Street, #233, Yakima, WA 98901. The registered agent at said address shall be Shannon Bird.

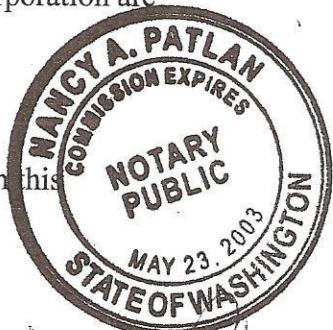
ARTICLE X

INCORPORATORS: The names and address of the incorporators of this corporation are as follows:

Shannon Bird 702 S. 48th Ave., Yakima, WA 98908

IN WITNESS WHEREOF each incorporator has affixed his/her signature on this
30th day of April, 2003.

Shannon M. Bird Shannon Bird



CONSENT TO APPOINT AS REGISTERED AGENT

I, Shannon Bird, hereby consent to serve as Registered Agent in the State of Washington for the corporation herein named. I understand that as the agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

Signed: Shannon M. Bird

Date: 4/30/2003