

FILED
SECRETARY OF STATE
NOV 16 2005
STATE OF WASHINGTON

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

The Master Gardener Foundation of Thurston County, a nonprofit corporation organized and existing under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby adopts these Amended Articles of Incorporation. These Amended Articles of Incorporation supersede the original Articles of Incorporation and all Amendments thereto:

ARTICLE I

NAME

The name of the Corporation shall be: "Master Gardener Foundation of Thurston County" (hereinafter referred to as the "the Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation shall be Thurston County Master Gardener Foundation, 720 Sleater-Kinney Road SE, Suite Y, Lacey, Washington 98503. The name of the registered agent of the Corporation at such address shall be Keith Underwood.

ARTICLE IV

PURPOSES AND POWERS

Section 1. Purposes.

The purposes of which this Corporation is formed are exclusively charitable, scientific or educational and consist of the following:

- A. To raise funds to be used to supplement and enhance the Thurston County Master Gardener and Master Composter Programs of the Washington State University Extension..
- B. To facilitate an exchange of ideas and information between members of this Corporation through periodic newsletters and seminars.
- C. To inform and educate the citizens and decision makers of Thurston County about the value of the Thurston County Master Gardener and Master Composter Programs of the Washington State University Extension.
- D. To do and any all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

ARTICLE V

LIMITATIONS

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. 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 the other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income tax under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE VI

MEMBERS

The Corporation shall have a voting membership. The qualifications of members, the application process, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VII

INCORPORATOR

The original incorporator of this Corporation was:
Norman Gallacci, 6128 Capitol Boulevard, Olympia, Washington.

ARTICLE VIII

DIRECTORS

The powers and duties, numbers, qualifications, terms of office, manner of election, and the time and criteria for removal of directors shall be set forth in the Bylaws of the Corporation.

ARTICLE IX

DIRECTOR LIABILITY LIMITATIONS

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of the law by a director, where the director votes or

assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, 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 Washington Nonprofit Corporation 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 Washington Nonprofit Corporation 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 X

BYLAWS

Bylaws of the Corporation may be adopted, altered, amended or repealed by majority vote of the members of the Corporation at any regular or special meeting set for that purpose.

ARTICLE XI

DISSOLUTION

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to the Washington State Thurston County Cooperative Extension Master Gardener Program, or to such other nonprofit scientific or educational horticultural organizations as determined by the Board of Directors, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE XII

AMENDMENTS

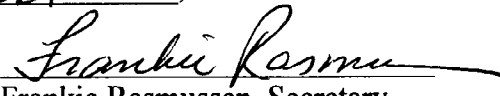
To amend these Articles of Incorporation, the Board of Directors shall adopt, by majority vote, a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.

These Amended Articles of Incorporation were adopted by a meeting of the members held on June 10, 2005. A quorum was present at the meeting and the Amended and Restated Articles received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

We declare under penalty of perjury under the laws of the State of Washington that the foregoing Revised and Amended Articles of Incorporation are true and correct.

Executed this 8 of August, 2005.


Mary Moore, President


Frankie Rasmussen, Secretary