

**RESTATED  
ARTICLES OF INCORPORATION OF  
KNIGHT ATHLETIC BOOSTER ASSOCIATION**

1. The following Restated Articles of Incorporation of Knight Athletic Booster Association, (the "Corporation") set forth without change, the provisions of the Articles of Incorporation of the Corporation, as amended, and supersede the original Articles of Incorporation and all amendments thereto.

**ARTICLE I. NAME AND DURATION**

The name of the corporation (the "Corporation") shall be the KNIGHT ATHLETIC BOOSTER ASSOCIATION, a Washington nonprofit corporation, and its existence shall be perpetual.

**ARTICLE II. PURPOSES AND POWERS**

2.1 **Purposes.** The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. These purposes shall include a mission to encourage and promote competitive sports programs, to help foster and develop winning attitudes, dedication, responsibility, sportsmanship and teamwork - qualities valued not just in athletics, but in the broader world of school and life after school, and to contribute to the growth of happier, more well-rounded and complete individuals. The Corporation may take any lawful action in furtherance of these purposes, including without limitation:

- a. Supporting off-season athletic activities.
- b. Supporting fundraising for athletic programs and facilities.
- c. Sponsoring athletic training events and tournaments for boys and girls.

2.2 **Powers.** The Corporation shall have all powers granted by the Washington Nonprofit Corporation Act necessary or convenient to carry out its purposes consistent with the following:

- a. The management of the affairs of the Corporation shall be vested in a Board of Directors of no more than seven (7) members. The number of directors shall be determined by the bylaws.
- b. Provision for the regulation of the internal affairs of the Corporation shall be set forth in the bylaws.
- c. The initial directors of the Corporation shall be five (5) in number and their names and addresses are as follows:

Deborah K. Romero  
16008 SE 42<sup>nd</sup> Place  
Bellevue, WA 98006

Janet Barto  
5827 149th Avenue SE  
Bellevue, WA 98006

Jackie Kellogg  
5240 119<sup>th</sup> Avenue SE  
Bellevue, WA 98006

Mike Imus  
5417 156<sup>th</sup> Avenue SE  
Bellevue, WA 98006

Mike Erickson  
6222 139<sup>th</sup> Place SE  
Bellevue, WA 98006

2.3 **Members.** The Corporation may have one or more classes of members. The designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class shall be set forth in the bylaws of the Corporation.

### **ARTICLE III. DISTRIBUTIONS**

3.1 **Generally.** 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 II hereof. 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 of Incorporation, 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 Internal Revenue Code, or the corresponding section of any future federal tax 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.

3.2 **Upon Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities, distribute all remaining assets of the Corporation to any other association which would qualify for tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors in accordance with applicable law and consistent with the purposes of the Corporation.

### **ARTICLE IV. REGISTERED OFFICE AND AGENT**

The name and address of the initial registered office of the Corporation is:

Janet Barto  
5827 149th Avenue SE  
Bellevue, WA 98006

### **ARTICLE V. LIMITATION OF DIRECTOR LIABILITY**

No director of the Corporation shall be personally liable to the Corporation for monetary damages for his or her conduct as a director on or after the date this 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 any applicable statute is hereafter 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 such statute, 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 VI. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

6.1 As permitted by RCW 24.03.035, the Corporation shall indemnify directors, officers and certain other persons in the manner and to the extent provided in RCW 23B.08.500 through 23B.08.600, as now existing or hereafter amended. The capitalized terms in this Article shall have the meanings set forth in RCW 23B.08.500.

6.2. The Corporation shall indemnify and hold harmless each individual who is or was serving as a director or officer of the Corporation or who, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any and all Liability incurred with respect to any Proceeding to which the individual is or is threatened to be made a Party because of such service, and shall make advances of reasonable Expenses with respect to such Proceeding, to the fullest extent permitted by law, without regard to the limitations in RCW 23B.08.510 through 23B.08.550; provided, however, that the payment of Expenses in advance of the final disposition of a Proceeding shall be made upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise; provided further, that no such indemnity shall indemnify any director or officer from or on account of (1) acts or omissions of the director or officer finally adjudged to be intentional misconduct or a knowing violation of law; or (2) any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property, or services to which the director or officer was not legally entitled. Except as provided in Subsection 6 of this Article, the Corporation shall not indemnify a director or officer in connection with a Proceeding (or part thereof) initiated by the director or officer unless such Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

6.3 The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation or, who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against Liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against such Liability under RCW 23B.08.510 or 23B.08.520.

6.4 If, after the effective date of this Article, any applicable statute is amended to authorize further indemnification of directors or officers, then directors and officers of the Corporation shall be indemnified to the fullest extent permitted by such Act as so amended.

6.5 To the extent permitted by law, the rights to indemnification and advance of reasonable Expenses conferred in this Article shall not be exclusive of any other right which any individual may have or hereafter acquire under any statute, provision of the bylaws, agreement, vote of shareholders or disinterested directors, or otherwise. The right to indemnification conferred in this Article shall be a contract right upon which each director or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

6.6 If a claim under this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the director or officer shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors, its shareholders or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, its shareholders or independent legal counsel) that the director or officer is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the director or officer is not so entitled.

6.7 If the Corporation indemnifies or advances expenses to a director or officer pursuant to this Article in connection with a Proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting.

6.8 If any provision of this Article or any application thereof shall be invalid, unenforceable, or contrary to applicable law, the remainder of this Article 6, and the application of such provisions to individuals or circumstances other than those as to which it is held invalid, unenforceable, or contrary to applicable law, shall not be affected thereby.

#### **ARTICLE VII. AMENDMENTS**

These Articles of Incorporation may only be amended by the directors at the annual meeting or a special meeting called for that purpose in accordance with the bylaws.

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator is:

Name

Address

Michael J. Erickson

c/o Summit Law Group, PLLC  
315 Fifth Avenue South, Suite 1000  
Seattle, Washington 98104

DATED: \_\_\_\_\_

KNIGHT ATHLETIC BOOSTER  
ASSOCIATION

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By: Michael J. Erickson, Secretary