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7/28/17*

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Washington Nonprofit Corporation
See attached detailed instructions

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

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08/23/17 3534061-001
\$70.00 K
tid: 3572538

FILED
AUGUST 23, 2017
SECRETARY OF STATE
STATE OF WASHINGTON

UBI Number:
601 3700 88

ARTICLES OF AMENDMENT
Chapter 24.03 RCW

SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)
MIKE AND KEY AMATEUR RADIO 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 19, 2017*
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)
Attached hereto:

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.

<i>X David P. Smith</i>	<i>DAVID SMITH PRESIDENT</i>	<i>8/20/2017</i>	
Signature	Printed Name and Title	Date	Phone

AMENDED ARTICLES OF INCORPORATION
of the
MIKE AND KEY AMATEUR RADIO CLUB

A Non-Profit Corporation

These are the Amended Articles of Incorporation as approved on *August 17*, 2017.
2017. All previous Articles are hereby superseded by these amendments.

ARTICLE I
NAME

The name of the corporation shall be: MIKE AND KEY AMATEUR RADIO CLUB.

ARTICLE II
TERM

The term of existence of this corporation shall be perpetual.

ARTICLE III
CORPORATE PURPOSES AND POWERS

The purposes for which this corporation is formed are:

1. To bring together those who are interested in amateur radio communications for the exchange of technical information and mutual support;
2. To support the American Radio Relay League ("ARRL"), amateur radio's national voice, so long as it remains tax-exempt within the meaning of Section 501(C)3 of the Internal Revenue Code.
3. Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable, educational, and scientific purposes under Section 501(C)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(C)3 of the Internal Revenue Code.
4. Upon dissolution of this corporation its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. If the American Radio Relay

League (ARRL) is exempt within the meaning of Section 501(C)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, at the time of dissolution, its assets shall be distributed to the ARRL. Otherwise its assets shall be distributed to another such exempt organization for such exempt purposes.

5. To enhance amateur radio, operating ability and promote goodwill between Club members and the local, national and international public;

6. To conduct Club programs and other activities to educate members and the public regarding amateur radio;

7. To operate communications facilities, promote amateur radio and public service;

8. To make available resources, when feasible, for amateur radio operations, education, and meetings of members and guests, on leased or Club owned premises;

9. To encourage youth and seniors to become amateur radio operators, to help amateur radio operators upgrade their FCC licenses and operate more effectively;

10. To increase the availability of affordable equipment for amateur radio operators;

11. To enhance amateur radio operational capability, and lessen the burdens on the government in the event of natural disasters and other emergencies; and

12. IN ADDITION, to engage in any other activity which the Club deems related to or in furtherance any of the foregoing, as well as to exercise any power granted by the statutes of the State of Washington to non-profit corporations, and may do all acts necessary or expedient for the administration, conduct, and attainment of the purposes of the corporation, BUT SHALL NOT, except to an insubstantial degree, exercise any power which is not permitted by IRC Section 501(C)3 or corresponding sections of any future code to tax exempt corporations, such as carrying on propaganda, attempting to influence legislation, or campaigning for or against any candidate for public office.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The registered agent, office and address of the corporation shall be that of the Radio Officer, as listed in its most recent annual report filed with the State of Washington.

ARTICLE V
MEMBERSHIP

Membership in this corporation shall be as provided in the By-Laws.

ARTICLE VI
INUREMENT OF BENEFITS, DISTRIBUTION OF CORPORATE ASSETS

A. No part of the earnings of the corporation shall ever inure to the benefit of, or be distributable to, its donors, members, directors, trustees, officers, or to any private person, 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 III hereof.

B. The corporation shall distribute its annual income so as not to become subject to the tax imposed by Section 4942, nor will it invest so as to be taxable under section 4944, or make taxable expenditures as defined in section 4945(d), or engage in any act of self-dealing as defined in Section 4941(d), or retain any excess business holdings as defined in section 4943(c), insofar as applicable to its business. In all instances where sections are specified, they include the corresponding section of the Internal Revenue Code and any future federal tax code.

ARTICLE VII
BOARD OF DIRECTORS

The business affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the By-Laws and may be increased or decreased from time to time in the manner specified in the By-Laws. A director of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for conduct violating RCW 23B.08.310 or the corresponding section of any later RCW; or (iii) 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 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 repeal or modification of the foregoing by the directors of the corporation shall not adversely affect any right of protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII
INDEMNIFICATION

The corporation has the power to indemnify, and to purchase and maintain insurance for its directors, officers, trustees, employees, and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its directors, officers, trustees, employees, and other persons and agents against all liability, damage and expense arising from or in connection with service for, employment by, or other affiliation with this corporation to the maximum extent and under all circumstances permitted by law.

ARTICLE IX
AMENDMENT and BY-LAWS

The Board of directors of this corporation shall have the power to adopt, amend or repeal these Articles of Incorporation and By-laws. These Articles and By-Laws as amended shall become effective when approved by the membership.

EXPEDITE

Please Expedite. Fees enclosed.

To: Secretary of State, State of Washington
Corporation Division
801 Capitol Way South
PO Box 40234
Olympia WA 98504-0234
From: David Smith, President of the below named corporation UBI__601370088

Please File the attached Amendments to the Articles of Incorporation of the Mike and Key Amateur Radio Club., and

Return a stamped copy of the filed Amendments to this address:

Mike and Key ARC
P.O. Box 4234
Renton WA 98057-4234

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF THE
MIKE AND KEY AMATEUR RADIO CLUB, A Washington Nonprofit Corporation

On August 19, 2017, a quorum of the members of the above corporation, by a more than two-thirds vote, at a regularly scheduled monthly meeting of the membership, duly called on more than 20 days notice of the contents of the proposed amendments, did adopt the attached amendments to its ARTICLES OF INCORPORATION, which had been approved and adopted by a resolution of its Board of Directors directing a vote of the membership for approval.

Certified to be correct to the best of my knowledge and belief, under penalty of perjury under the laws of the State of Washington, at Renton, Washington, this

20th day of August, 2017.

David P. Smith
David Smith, President