

**RESTATED ARTICLES OF INCORPORATION  
OF  
COLLEGE CLUB OF SEATTLE**

Pursuant to the provisions of the Revised Code of Washington 24.03.183 of the Washington Nonprofit Corporation Act (the “Act”), College Club of Seattle, a Washington nonprofit corporation (the “Corporation”), hereby acknowledges that these Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation of the Corporation, as amended, and that these Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation and all amendments thereto. Accordingly, the Corporation hereby adopts the following Restated Articles of Incorporation:

**Article I: Name**

The name of the corporation shall be COLLEGE CLUB OF SEATTLE (hereinafter referred to as 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 11 E. Allison Street, Seattle, WA 98102. The Corporation shall serve as its own registered agent at such address.

**Article IV: Purposes and Powers**

Section 1. Purposes. The Corporation is organized to conduct any and all lawful business for which corporations may be incorporated under the Act, including, without limitation:

A. To create and maintain a club providing diverse opportunities for social activities, rowing and other water sports for college and university attendees and alumni.

B. To acquire, maintain, improve, and expand a clubhouse and such other real and personal property as may be desirable in order to carry into effect the purposes of the Corporation.

C. To do any and 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: Members**

The Corporation shall have members. The qualifications of members, if any, the application process, the property, 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 VI: Trustees**

The Board of Trustees of the Corporation shall serve as the Corporation's Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of trustees shall be as set forth in the Bylaws of the Corporation.

#### **Article VII: Trustee Liability Limitations**

A trustee shall have no liability to the Corporation for monetary damages for conduct as a trustee, except for acts or omissions that involve intentional misconduct by the trustee, or a knowing violation of law by a trustee, where the trustee 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 trustee will personally receive a benefit in money, property, or services to which the trustee is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of trustees, then the liability of a trustee shall be eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a trustee of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such trustee occurring prior to such repeal or modification.

#### **Article VIII: Indemnification**

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a trustee or officer of the Corporation or, while a trustee or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part

thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of trustees of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such trustee or officer, to repay all amounts so advanced if it shall ultimately be determined that such trustee or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of 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 claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of trustees, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of trustees, independent legal counsel or its members, if any) that the claimant 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 claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested trustees or otherwise.

Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any trustee or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Trustees from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of

the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of trustees and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

### **Article IX: Bylaws**

The authority to make, alter, amend or repeal Bylaws is vested in the membership and may be exercised in accordance with the terms of the Bylaws, so long as they are not inconsistent with the provisions of these Articles.

Executed on \_\_\_\_\_, 2020.

COLLEGE CLUB OF SEATTLE

By: \_\_\_\_\_  
Name:  
Title: