

Articles of Amendment of Lakewood Community Players

The Board of Directors of Lakewood Community Players, a Washington non-profit corporation adopted the following amendments to its Articles of Incorporation by a **unanimous** consent of the board of directors and members on **_____**. The effective date shall be the date of filing.

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation (“Articles”) of Lakewood Community Players.

The Articles are amended in their entirety as follows:

Article I: Name

The name of the corporation shall be Lakewood Community Players (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 initial registered office of the Corporation shall be 5729 Lakewood Towne Center Blvd., Lakewood, WA 98499. The initial registered agent of the Corporation at such address shall be the Board Secretary.

Article IV: Purposes and Powers

Section 1. Purposes. This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the following:

Fostering and developing interest in theater work; the training of talent; the giving of performances; the leasing, owning and/or operating of a building or space for the holding of meetings and the rehearsing and giving of performances; and for other kindred activities and purposes in Pierce County, Washington. In order to fully carry out said purposes, this corporation is granted all usual corporate powers and authorities and is permitted to carry on any and all matters of business as may be necessary or desirable to effectively carry out the foregoing purposes.

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 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 any 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 taxes 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.

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 an organization or organizations, as determined by the Board of Directors, that 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 VI: Members

The Corporation will not have any members.

Article VII: Directors

The names and addresses of the persons who currently serve as the Board of Directors of the Corporation are as follows:

Bob Lawrence, President
Patricia Borgardt, Vice President
Carl Fisher, Treasurer
Tineke Raak, Secretary
Heidi Wachter
Paige Hansen
Rob Ross
Ed Jacobs
Chap Wolff

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

Article VIII: 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 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

Date

, Secretary of Board