

STATE OF WASHINGTON



SECRETARY OF STATE

ST. MARK'S CATHEDRAL PARISH

ROBERT TAYLOR
1245 10TH AVE E
SEATTLE WA 98102

AMENDMENT

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting Washington statutory requirements have been filed and processed with the Secretary of State on behalf of:

ST. MARK'S CATHEDRAL PARISH

A Washington Non-Profit Corporation
UBI: 601 816 634
Filing Date: December 29, 2003
Effective Date: January 05, 2004



Given under my hand and the seal of the State of Washington at Olympia, the State Capital.

Sam Reed, Secretary of State

FILED
SECRETARY OF STATE
SAM REED

DEC 29, 2003

STATE OF WASHINGTON

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

OF

ST. MARK'S CATHEDRAL PARISH

Pursuant to RCW 24.03.170 of the Washington Nonprofit Corporation Act, the undersigned corporation hereby submits the following amendments to the Corporation's Articles of Incorporation:

1. The name of the corporation is St. Mark's Cathedral Parish.
2. The text of the amendments as adopted is as follows:

The Articles of Incorporation are hereby deleted in their entirety and amended to read as follows:

ARTICLE I
NAME

The name of the corporation shall be St. Mark's Cathedral Parish (hereinafter referred to as the "Corporation").

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES

3.1 The purposes for which this Corporation is organized and shall be operated exclusively are religious, charitable, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including for such purposes the following:

3.1.1 To be the Cathedral of and for the City of Seattle, of and for the Diocese of Olympia, of and for the Episcopal Church in the United States and the international Anglican Communion, where all people encounter the living God and the reconciling Gospel of Jesus Christ; and

3.1.2 To engage in any lawful activity that may be useful, necessary, or desirable for the furtherance, accomplishment, fostering or attainment of the Corporation's 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, all as hereafter may be authorized from time to time by the Vestry; provided, that the activities of the Corporation and the purposes for which it is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code").

ARTICLE IV POWERS

4.1 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 and proper to the powers so conferred, or are conducive to the attainment of the Corporation's purposes consistent with the Corporation's qualification under Section 501(c)(3) of the Code and RCW Chapter 24.03, and, in furtherance of the foregoing purposes, shall have the following powers as implemented by the Vestry, in compliance with the Corporation's Bylaws:

4.1.1 To solicit, collect, receive, acquire, hold and invest money in property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of the Corporation and the proceeds, income, rents, issues, and profits derived from any property of the Corporation for any of the purposes for which the Corporation is formed.

4.1.2 To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber and to deal in shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any person, firm, corporation, or association and while the owner or holder of them, to exercise all rights, power and privileges or ownership.

4.1.3 To purchase and acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

4.1.4 To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit or amount, with any persons, firm, association or corporation, municipality, county, state, or government.

4.1.5 To act as trustee under any trust incidental to the principal objectives of the Corporation and receive, hold, administer and expend funds and property subject to such trust.

4.1.6 To do all things necessary, expedient, or appropriate to accomplishment of any of the objectives and purposes for which the Corporation is formed.

4.2 Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

ARTICLE V LIMITATIONS

5.1 All of the purposes and powers of the Corporation shall be exercised exclusively for religious, charitable, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of 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.

5.2 No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to any member, officer, director, or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code or any successor provision, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

5.3 No substantial part of the activities of this Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

5.4 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 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 shall be a member organization. The qualifications of members, if any, and the other rights and privileges of members shall be set forth in the Bylaws. Members shall have no voting rights except as otherwise expressly set forth in the Bylaws.

ARTICLE VII DIRECTOR LIABILITY LIMITATIONS

7.1 To the fullest extent permitted by the Washington Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, a director shall have no liability to the Corporation or its members for monetary damages for conduct as a director, except for: (a) acts or omissions that involve intentional misconduct or a knowing violation of law by the director; and (b) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

7.2 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 of the Corporation shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended.

7.3 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 VIII INDEMNIFICATION

8.1 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 director, Vestry committee member, trustee, officer, employee or agent of the Corporation or, while a director, he or she is or was serving at the request of the Corporation as a director, Vestry committee member, trustee, officer, employee or agent of another corporation or of a foundation, trust or other enterprise, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, Vestry committee member, trustee, officer, employee or agent or in any other capacity while serving as a director, Vestry committee member, 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, judgment, fines, ERISA taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith.

8.2 Indemnification and advance of expenses under this Article shall be available without regard to the limitations in RCW 24.03, provided that no indemnification shall be available for liability or expenses finally adjudged by a court of competent jurisdiction to be a result of (a) intentional misconduct, (b) a knowing violation of the law, or (c) any transaction in which the person seeking indemnification was to or did personally receive a benefit in money, property or services to which the

person is not legally entitled: The Corporation shall indemnify any 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 Vestry.

8.3 Indemnification under this Article shall continue as to a person who has ceased to be a director, Vestry committee member, trustee, officer, employee or agent, and shall also inure to the benefit of his or her heirs, executors and administrators.

8.4 The right to indemnification conferred in this Article 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 expense 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 the person seeking indemnification to repay all amounts so advanced if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified under this Article or otherwise.

8.5 In any action brought by a director, Vestry committee member, trustee, officer, employee or agent to enforce his or her claim for indemnification, the claimant shall be presumed to be entitled to indemnification 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.

8.6 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 these Articles or the Corporation's Bylaws, agreement, vote of disinterested directors or otherwise.

8.7 The Corporation may maintain insurance, at its expense, to protect itself and any director, Vestry committee member, trustee, officer, employee or agent of the Corporation or another corporation, foundation, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act.

8.8 The Corporation may, by action of the Vestry from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to officers, 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 expense of directors of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

**ARTICLE IX
REGISTERED AGENT AND OFFICE**

The address of the registered office of this Corporation is 1245 10th Ave. E, Seattle, WA 98102, and the name of the registered agent at such address is The Very Rev. Robert V. Taylor.

**ARTICLE X
DIRECTORS**

The management of the Corporation shall be vested in a board of directors named the Vestry. The powers and duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be set forth in the Bylaws of the Corporation.

**ARTICLE XI
AMENDMENT OR REPEAL**

11.1 These Articles may be altered, amended, or repealed by a majority vote of the Vestry at any regular or special meeting, subject to the following provisions:

11.1.1 Notice of intention so to alter, amend or repeal, and the content of the changes, and notice of an opportunity for comment, shall be posted in at least two conspicuous locations in the Church buildings for a period of not less than 3 weeks prior to the meeting at which the action is proposed to be taken;

11.2.2 Notice of the intention shall be contained in the notice of the meeting;

11.3.3 Notice that changes have been adopted, with the content of the changes and date of adoption shall be posted in at least two conspicuous locations in the church buildings for a period of not less than 30 days following their adoption.

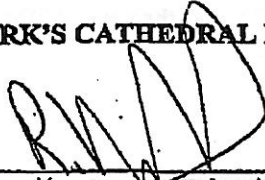
3. This Corporation has no members having voting rights with regard to the question of amending the Articles of Incorporation.

4. The amendment contained herein was duly adopted by a majority of the directors currently in office at a meeting of the Board of Directors held on November 18, 2003.

5. These articles will be effective upon filing.

DATED this 18th date of November 2003.

ST. MARK'S CATHEDRAL PARISH

By 
Its President Robert V. Taylor

FILED
SECRETARY OF STATE
SAM REED

DEC 29, 2003

STATE OF WASHINGTON

**SECOND RESTATED
ARTICLES OF INCORPORATION
OF
ST. MARK'S CATHEDRAL PARISH**

Pursuant to the provisions of the Washington Nonprofit Corporation Act (RCW Chapter 24.03), the undersigned corporation adopts the following Second Restated Articles of Incorporation of St. Mark's Cathedral Parish.

These Second Restated Articles of Incorporation supersede the Restated Articles of Incorporation and all amendments thereto.

**ARTICLE I
NAME**

The name of the corporation shall be St. Mark's Cathedral Parish (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

3.1 The purposes for which this Corporation is organized and shall be operated exclusively are religious, charitable, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including for such purposes the following:

3.1.1 To be the Cathedral of and for the City of Seattle, of and for the Diocese of Olympia, of and for the Episcopal Church in the United States and the international Anglican Communion, where all people encounter the living God and the reconciling Gospel of Jesus Christ; and

3.1.2 To engage in any lawful activity that may be useful, necessary, or desirable for the furtherance, accomplishment, fostering or attainment of the Corporation's 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, all as hereafter may be authorized from time to time by the Vestry; provided, that the activities of the Corporation and the purposes for which it is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code").

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ARTICLE IV POWERS

4.1 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 and proper to the powers so conferred, or are conducive to the attainment of the Corporation's purposes consistent with the Corporation's qualification under Section 501(c)(3) of the Code and RCW Chapter 24.03, and, in furtherance of the foregoing purposes, shall have the following powers as implemented by the Vestry, in compliance with the Corporation's Bylaws:

4.1.1 To solicit, collect, receive, acquire, hold and invest money in property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of the Corporation and the proceeds, income, rents, issues, and profits derived from any property of the Corporation for any of the purposes for which the Corporation is formed.

4.1.2 To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber and to deal in shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any person, firm, corporation, or association and while the owner or holder of them, to exercise all rights, power and privileges or ownership.

4.1.3 To purchase and acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

4.1.4 To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit or amount, with any persons, firm, association or corporation, municipality, county, state, or government.

4.1.5 To act as trustee under any trust incidental to the principal objectives of the Corporation and receive, hold, administer and expend funds and property subject to such trust.

4.1.6 To do all things necessary, expedient, or appropriate to accomplishment of any of the objectives and purposes for which the Corporation is formed.

4.2 Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

ARTICLE V LIMITATIONS

5.1 All of the purposes and powers of the Corporation shall be exercised exclusively for religious, charitable, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of 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.

5.2 No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to any member, officer, director, or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code or any successor provision, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

5.3 No substantial part of the activities of this Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

5.4 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 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 shall be a member organization. The qualifications of members, if any, and the other rights and privileges of members shall be set forth in the Bylaws. Members shall have no voting rights except as otherwise expressly set forth in the Bylaws.

ARTICLE VII DIRECTOR LIABILITY LIMITATIONS

7.1 To the fullest extent permitted by the Washington Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, a director shall have no liability to the Corporation or its members for monetary damages for conduct as a director, except for: (a) acts or omissions that involve intentional misconduct or a knowing violation of law by the director; and (b) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

7.2 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 of the Corporation shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended.

7.3 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 VIII INDEMNIFICATION

8.1 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 director, Vestry committee member, trustee, officer, employee or agent of the Corporation or, while a director, he or she is or was serving at the request of the Corporation as a director, Vestry committee member, trustee, officer, employee or agent of another corporation or of a foundation, trust or other enterprise, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, Vestry committee member, trustee, officer, employee or agent or in any other capacity while serving as a director, Vestry committee member, 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, judgment, fines, ERISA taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith.

8.2 Indemnification and advance of expenses under this Article shall be available without regard to the limitations in RCW 24.03, provided that no indemnification shall be available for liability or expenses finally adjudged by a court of competent jurisdiction to be a result of (a) intentional misconduct, (b) a knowing violation of the law, or (c) any transaction in which the person seeking indemnification was to or did personally receive a benefit in money, property or services to which the person is not legally entitled. The Corporation shall indemnify any 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 Vestry.

8.3 Indemnification under this Article shall continue as to a person who has ceased to be a director, Vestry committee member, trustee, officer, employee or agent, and shall also inure to the benefit of his or her heirs, executors and administrators.

8.4 The right to indemnification conferred in this Article 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 expense 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 the person seeking indemnification to repay all amounts so advanced if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified under this Article or otherwise.

8.5 In any action brought by a director, Vestry committee member, trustee, officer, employee or agent to enforce his or her claim for indemnification, the claimant shall be presumed to be entitled to indemnification 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.

8.6 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 these Articles or the Corporation's Bylaws, agreement, vote of disinterested directors or otherwise.

8.7 The Corporation may maintain insurance, at its expense, to protect itself and any director, Vestry committee member, trustee, officer, employee or agent of the Corporation or another corporation, foundation, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act.

8.8 The Corporation may, by action of the Vestry from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to officers, 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 expense of directors of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

ARTICLE IX REGISTERED AGENT AND OFFICE

The address of the registered office of this Corporation is 1245 10th Ave. E, Seattle, WA 98102, and the name of the registered agent at such address is The Very Rev. Robert V. Taylor.

ARTICLE X DIRECTORS

The management of the Corporation shall be vested in a board of directors named the Vestry. The powers and duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be set forth in the Bylaws of the Corporation.

ARTICLE XI AMENDMENT OR REPEAL

11.1 These Articles may be altered, amended, or repealed by a majority vote of the Vestry at any regular or special meeting, subject to the following provisions:

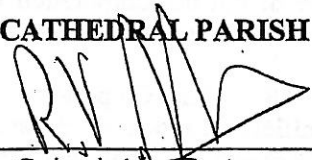
11.1.1 Notice of intention so to alter, amend or repeal, and the content of the changes, and notice of an opportunity for comment, shall be posted in at least two conspicuous locations in the Church buildings for a period of not less than 3 weeks prior to the meeting at which the action is proposed to be taken;

11.2.2 Notice of the intention shall be contained in the notice of the meeting;

11.3.3 Notice that changes have been adopted, with the content of the changes and date of adoption shall be posted in at least two conspicuous locations in the church buildings for a period of not less than 30 days following their adoption.

The undersigned officer of the Corporation has signed these Second Restated Articles of Incorporation as duplicate originals on this 19th day of November, 2003:

ST. MARK'S CATHEDRAL PARISH

By: 
Name: Robert V. Taylor
Its: President