



Physical/Overnight address: 801 Capitol Way S Olympia, WA 98501-1226
Mailing Address: PO Box 40234 Olympia, WA 98504-0234

FILED

Secretary of State
 State of Washington
 Date Filed: 05/02/2023
 Effective Date: 05/02/2023
 UBI No: 601 061 522

This Box For Office Use Only

- Filing Fee \$20
 To Expedite Filing, Add \$50

ARTICLES OF AMENDMENT
Washington Nonprofit Corporation
RCW 24.03A

All fields REQUIRED unless otherwise specified

(1) UBI No.: 601 061 522

(2) NAME OF NONPROFIT CORPORATION: (as currently recorded with the Office of the Secretary of State)
Master Gardener Foundation of Clark County

(3) BUSINESS TYPE:

Are you changing your business type? (Check one) Yes No If Yes, select the change being made:

WA NONPROFIT PROFESSIONAL SERVICE CORPORATION If selected, see instructions for additional requirements

(4) BUSINESS NAME CHANGE: Are you changing your business name? (Check one) Yes No

New Name: _____

Does the business have a name reserved? (Check one) Yes No If Yes, provide the Name Reservation Number

Reservation Number: _____

(5) CHARITABLE NONPROFIT CORPORATION: If within section 8 or in the most recent recorded Nonprofit's Purpose, language indicating a "charitable purpose"; the Nonprofit is a Religious Corporation; or that the Nonprofit is eligible for tax-exempt status under section 501(C)(3) of the Internal Revenue Code, then Yes is required below

Is the Nonprofit Corporation a Charitable Nonprofit as defined by RCW 24.03A.010(5)? (Check one) YES NO

(6) MEMBERS: RCW 24.03A.010(45)

Does the Nonprofit Corporation have members? (Check one) YES NO

(7) MEMBER NAME(S): (optional) attach additional pages if necessary. If names are provided section (6) will be considered as "yes"

Name: _____ Name: _____

Name: _____ Name: _____

(8) PURPOSE OF NONPROFIT CORPORATION: Required only if changed attach additional pages if necessary

(9) Has your registered agent changed? (Check one) YES NO If Yes, complete page 2

NEW REGISTERED AGENT:

COMMERCIAL REGISTERED AGENT: RCW 23.95.420

A Commercial Registered Agent is a business or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a business. The Commercial Registered Agent’s address has been registered with our office.

Is the Registered Agent a Commercial Registered Agent? (Check one) Yes No

If Yes, provide the name of the Commercial Registered Agent: _____

The Commercial Registered Agent must sign the consent to serve below.

If No, continue below

NON-COMMERCIAL REGISTERED AGENT

A Non-Commercial Registered Agent is an individual, business, or an office or position that is not registered as a Commercial Registered Agent.

Type 1: If an **individual** is serving as the Registered Agent, only provide the individual’s first and last name below.

Type 2: If a **business** is serving as the Registered Agent, only provide the name of the business below.

Type 3: If an **office** or **position** within the business is serving as the Registered Agent, only provide the position title such as President, Secretary, Treasurer, or Member below.

Registered Agent: _____

Phone: _____	Email: _____
Registered Agent Street Address (required) (Must be a physical address; No PO Box or PMB)	Registered Agent Mailing Address (optional) <input type="checkbox"/> Check if mailing address is the same as street address
Country: <u>United States</u> State: <u>Washington</u>	Country: <u>United States</u> State: <u>Washington</u>
Address : _____	Address : _____
Zip: _____ City: _____	Zip: _____ City: _____

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named business. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the business; to forward mail to the business; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

_____	_____	_____
Signature of Registered Agent	Printed Name/Title	Date

(10) PUBLIC BENEFIT DESIGNATION: RCW 24.03A.245/250 Required only if changed

1. Is the Nonprofit Corporation currently designated as a Public Benefit Corporation with the Office of the Secretary of State? (Check one) YES NO

2. If "yes", does the Nonprofit Corporation still meet the requirements to maintain its Public Benefit designation? (Check one) YES NO *If "no" is selected the Nonprofit will not maintain the designation of a Public Benefit Corporation*

2a. If "yes", does the Nonprofit Corporation still elect to have the Public Benefit Designation? (Check one) YES NO

(11) HOST HOME REGISTRATION: RCW 74.15.315 Required only if changed

Is the Nonprofit Corporation currently registered as a Host Home with the Office of the Secretary of State?

(Check one) YES NO

If "yes", does the Nonprofit Corporation elect to maintain its Host Home registration per RCW 74.15.020(2)(o)?

(Check one) YES NO *If "no" is selected the Nonprofit will not maintain the designation of a Host Home*

(12) DURATION: Required only if changed Check ONE of the following

This Company shall have a perpetual duration (default) This Company shall have a duration of _____ years.

This Company shall expire on _____

(13) ADOPTION OF ARTICLES OF AMENDMENT: Articles of Amendment were adopted by: (Check one)

The Articles of Amendment were duly adopted by the board of directors; member approval was not required.

The Articles of Amendment were duly adopted and approved by the members in the manner required by the Nonprofit Corporation's articles and bylaws, and by RCW 24.03A.665.

(14) DATE OF ADOPTION:

The date that the Articles of Amendment were adopted was: October 19, 2022

(15) DISTRIBUTION OF ASSETS: Required only if changed

(16) GOVERNOR(S): *Required only if changed*

List at least one. Attach additional pages if necessary. NOTE: A business cannot serve as its own Governor.

Name: D J (Jack) Bernhardsen Name: _____
Name: _____ Name: _____
Name: _____ Name: _____

(17) EFFECTIVE DATE OF THIS FILING: Check ONE of the following

Date of filing Specify a Date _____ (cannot be more than 90 days following received date)

(18) RETURN ADDRESS FOR THIS FILING: *(optional)*

If provided, the confirmation regarding this specific filing will be sent to the address below, in addition to the Registered Agent's address.


Attention to: Master Gardener Foundation/Michele Huffman Email: mgfclark@gmail.com
Address: 1919 NE 78th Street
City: Vancouver State: WA Zip: 98655 98665

(19) POSTAL MAIL OPT-IN: By checking the box the business and Registered Agent will not receive email notifications

The business wants to receive all notifications to the Registered Agent by postal mail

(20) AUTHORIZED PERSON:

I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

 D J (Jack) Bernhardsen/President 3/10/23
Signature of Authorized Person Printed Name/Title Date

**AMENDED ARTICLES OF INCORPORATION
OF
MASTER GARDENER FOUNDATION OF CLARK COUNTY**

October 19, 2022

**ARTICLE I
NAME AND LOCATION**

Section 1 The name of the Corporation shall be the MASTER GARDENER FOUNDATION OF CLARK COUNTY. The location and chief place of business of the Corporation shall be Clark County in the State of Washington.

**ARTICLE II
DURATION**

Section 1 The period of duration of this corporation shall be in perpetuity.

**ARTICLE III
PURPOSES**

Section 1 The purposes for which this organization is formed are solely charitable and educational, including but not limited to the primary purpose of furtherance of the Master Gardener Program in the State of Washington. Without limitation to generality of the foregoing, the following purposes are specifically stated:

- 1 To enhance and supplement the effort of the Washington State University Extension Clark County Master Gardener Program and thereby to provide educational resources and information on horticulture to the citizens of Clark County in the state of Washington.
- 2 To raise funds to be used to supplement and enhance the Master Gardener Program of the Washington State University Extension in Clark County.
- 3 To raise funds to be used for horticulture education related projects and programs in Clark County, to be distributed by awarding grants to qualified applicants.

Section 2 This Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 3 Notwithstanding any other provision of these Articles, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV
MEMBERSHIP

Section 1 Membership of this Foundation shall be open to any individuals who support the purposes as set forth in Article III of these Articles of Incorporation.

ARTICLE V
STOCK

Section 1 The Foundation shall have no capital stock.

ARTICLE VI
OFFICERS

Section 1 The officers of the Foundation shall be President, Vice President, Secretary and Treasurer.

Section 2 The duties of the President, Vice President, Secretary and Treasurer shall be such as are usually imposed upon such officials of a not-for-profit organization, and as are required by law, and any applicable regulation, and such as may be assigned to them respectively by the Board of Directors as defined in the Foundation bylaws.

Section 3 The officers shall be elected as per the bylaws.

Section 4 Other officers, chairpersons, agents and employees may be appointed, their duties assigned, and their compensation fixed by the Board of Directors.

Section 5 The elected officers shall constitute the Executive Committee. The Executive Committee shall have and exercise such authority as may be necessary for the day-to-day management of the affairs of the Foundation.

Section 6 Officers shall be indemnified (refers to liability issues) by the Foundation for their conduct as Officers, except for acts or omissions that involve intentional misconduct or knowing violation of law by an Officer or any transaction from which the Officer will personally receive a benefit in money, property or services to which the Officer is not legally entitled.

ARTICLE VII
BOARD OF DIRECTORS

Section 1 The Board of Directors shall consist of nine members of the Master Gardener Foundation of Clark County. Four of the nine members shall serve as Foundation Officers. In addition, the board will include a non-voting Executive Administrator who is selected by the Board of Directors.

Section 2 Each Director shall be elected to a term of three years.

Section 3 The Board of Directors of the Foundation shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the Foundation, consistent with those specifically granted by the Foundation bylaws and Articles of Incorporation.

Section 4 The Board of Directors shall meet and organize for business according to the bylaws.

Section 5 Regular meetings of the Board of Directors shall be held in Clark County, Washington. Meetings shall be held with a frequency sufficient to effectively manage the Foundation mission.

Section 6 The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Foundation.

Section 7 The Board of Directors shall have power to sell or dispose of the whole or any part of the property, either real or personal, which the Foundation may own, and to acquire other property. The Board, by resolution entered in its minutes, may classify portions of the assets as held for investment, endowment, or annuity purposes. Where so classified, such assets may be disposed of at the discretion of the Board and in such manner as the Board deems in the best interest of the purposes for which the Foundation is formed.

Section 8 Board members shall be indemnified (refers to liability issues) by the Foundation for their conduct as Board members, except for acts or omissions that involve intentional misconduct or knowing violation of law by a Board member or any transaction from which the Board member will personally receive a benefit in money, property or services to which the Board member is not legally entitled.

ARTICLE VIII
ANNUAL MEETING OF MEMBERS

Section 1 The annual meeting of the members of the Foundation shall be held during the month of October (or other specified month if necessary) at a time and place established by the Board of Directors. Members shall be notified by mail or email at least fifteen (15) days in advance.

ARTICLE IX
COMMITTEES

Section 1 The following standing committees shall be maintained: Finance, Development, Public Relations, Audit, and Nominating.

Section 2 Temporary committees may be appointed at the discretion of the President or upon request of the Board of Directors.

ARTICLE X
FINANCES

Section 1 Funds may be solicited for purposes approved by the Board. The Board shall approve only such purposes as are not in conflict with the stated purposes of the Foundation as defined in Article III of these Articles of Incorporation.

ARTICLE XI
BYLAWS

Section 1 The Board of Directors shall establish and maintain the bylaws of the Foundation, under the direction of the members.

Section 2 The bylaws of the Foundation shall provide for the administration and operating procedures of the Foundation, the duties of Officers and Committees, and any other such matters as the Board may prescribe.

ARTICLE XII
QUORUM

Section 1 A majority of the Board members, with at least one officer present, shall constitute a quorum for the transaction of business, and a majority of the votes of such a quorum shall be sufficient to pass any measure coming before the Board except the special requirements for approval and/or revision of the budget, as may be provided in the bylaws.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Section 1 Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Foundation except when they are inconsistent with the bylaws and any special rules of order the Foundation may adopt.

ARTICLE XIV
AMENDMENTS

Section 1 The bylaws and/or Articles of Incorporation may be altered, amended, or repealed, and new bylaws and/or Articles of Incorporation may be adopted by two-thirds majority of the members voting electronically, in person or by absentee ballot at a duly held general, annual, or special meeting of the members called for the purpose, if at least thirty (30) days advanced, written notice is given to all members regarding the intention to alter, amend or repeal, or to adopt new bylaws and/or Articles of Incorporation at such a meeting.

ARTICLE XV
DISSOLUTION

Section 1 Dissolution of the Foundation requires a two-thirds majority of the members voting electronically, in person or by absentee ballot at a duly held general, annual, or special meeting of the members called for that purpose, if at least thirty (30) days advance written notice is given to all members regarding the intention to dissolve the Foundation.

Section 2 Upon dissolution of the Foundation or the concluding of its affairs, the assets of the Foundation shall be distributed to the Clark County Master Gardener Endowment. If the Clark County Master Gardener Endowment is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Foundation shall be distributed to the Washington State University Master Gardener Program, Pullman, Washington. However, if both of the named recipients are not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Foundation shall be distributed to such nonprofit scientific, or educational horticultural organizations as the Board of Directors may select, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

The amended Articles of Incorporation were presented to the general membership on August 24, 2022. The amended Articles were adopted. A quorum was present at the meeting, and the amendment received at least two-thirds of the votes, which members were entitled to cast.

Authorized Signature:



Date: 10/19/22

Jack Bernhardsen, President,
Master Gardener Foundation of Clark County



MASTER GARDENER FOUNDATION of CLARK COUNTY

1919 NE 78th Street ~ Vancouver, Washington 98665-9752

mgfcc.com

mgfclark@gmail.com

March 13, 2023

Corporations & Charities Division
PO Box 40234
Olympia, WA 98504-0234

Please find the enclosed ARTICLES OF AMENDMENT Washington Nonprofit Corporation for the **Master Gardener Foundation of Clark County** Washington, **UBI 601 061 522, EIN 91-1385342**

Our return address for the submission is:

Master Gardener Foundation of Clark County, c/o Michele Huffman
1919 NE 78th Street
Vancouver, WA 98665

Thank you for your consideration,

Master Gardener Foundation of Clark County

IN COOPERATION WITH CLARK COUNTY AND WASHINGTON STATE UNIVERSITY, THE MASTER GARDENER FOUNDATION OF CLARK COUNTY IS DEDICATED TO PROMOTING RESEARCH-BASED HORTICULTURAL PRACTICES AT THE 78TH STREET HERITAGE FARM AND OTHER VENUES ACROSS CLARK COUNTY THROUGH EDUCATION, CONSULTATIVE PROGRAMS AND EXPERIENCES WHICH PRESERVE OR ENHANCE OUR ENVIRONMENT

*The Master Gardener Foundation is a 501(C) (3) organization registered with the IRS. Tax ID # 91-1385342 *

Work Order #: 2023032000204360 - 1

Received Date: 03/20/2023

Amount Received: \$20.00