

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

October 14, 2025

**ARTICLE I  
NAME AND LOCATION**

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

**ARTICLE II  
DURATION**

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

**ARTICLE III  
PURPOSE**

Section 1 The purpose for which this organization is formed is solely charitable in furtherance of the Washington State University Extension Master Gardener Program in Clark County in the State of Washington, without the inclusion of any purpose or intention of carrying on any business, trade, avocation, or profession for profit.

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**

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 and meet any other membership requirements set forth in the bylaws.

## **ARTICLE V**

### **STOCK**

The Foundation shall have no capital stock.

## **ARTICLE VI**

### **BOARD OF DIRECTORS, OFFICERS**

The primary governing body of the Foundation shall be a Board of Directors (the "Board"). The officers of the Foundation shall be President, Vice President, Secretary and Treasurer. The bylaws shall address rules of membership, and the election, operation and duties of the Board and Officers.

## **ARTICLE VII**

### **CHANGES TO THE ARTICLES OF INCORPORATION**

Section 1 These Articles of Incorporation may be altered or amended by majority vote of eligible members at the general, annual, or special meeting of the members.

Section 2 If a provision of these Articles of Incorporation is found to be inconsistent with a bylaw, the provision of the Articles of Incorporation shall be controlling.

## **ARTICLE VIII**

### **DISSOLUTION**

Section 1 Dissolution of the Foundation requires a two-thirds majority of the eligible 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 Clark County Master Gardener Program workshop account. If the Clark County Master Gardener Program workshop account 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 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 October 14, 2025. The amended Articles were adopted. A quorum was present at the meeting, and the amendment received at least two-thirds of the votes, of which members were entitled to cast.

Authorized Signature:

A handwritten signature in cursive script, reading "Judie Stanton", written over a horizontal line.

Judie Stanton, President,  
Master Gardener Foundation of Clark County

Date: 10-14-25