



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

BAINBRIDGE ISLAND LAND TRUST

a Washington Non Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Corporation Number: 601 166 025

Date: October 3, 1991

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

Ralph Munro, Secretary of State

FILED
STATE OF WASHINGTON

OCT 03 1991

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
BAINBRIDGE ISLAND LAND TRUST

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the following Articles of Amendment to Articles of Incorporation are herewith submitted for filing.

ARTICLE 1. The name of record of the corporation is:

BAINBRIDGE ISLAND LAND TRUST

ARTICLE 2. The amendments to the Articles of Incorporation as adopted are as follows:

The Articles of Incorporation are amended in their entirety as set forth on attached Exhibit A.

ARTICLE 3. There are no members or members having voting rights in the corporation with respect to amendments to the Articles of Incorporation. The amendments were adopted by the Board of Directors at a meeting held on May 29th 1991. The amendments received a majority vote of the directors in office. Thus the amendments were properly adopted pursuant to RCW 24.03.165.

I certify that I am an officer of the above named corporation and am authorized to execute these Articles on behalf of the corporation.

Dated: May 29th, 1991

Paul J. Kundtz
Paul J. Kundtz, President

EXHIBIT A

AMENDED ARTICLES OF INCORPORATION
OF
BAINBRIDGE ISLAND LAND TRUST

ARTICLE I

Name

The name of the corporation is Bainbridge Island Land Trust.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Registered Office and Agent

The registered office of the corporation is Suite 4400 Plaza Building, 1001 Fourth Avenue, Seattle, Washington, 98154 and the registered agent at such address is Paul Kundtz.

ARTICLE IV

Purposes, Limitations and Powers

Section 1. Purposes. To operate exclusively for religious, charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or Code.

Bainbridge Island offers an environment of beaches, farmlands, forests, habitats and views that is unique in its proximity to a major urban center. The island is now confronted by a wide variety of economic and demographic pressures that threaten that environment. The time has come to preserve this unique environment before it is gone forever.

The Bainbridge Island Land Trust believes that we are transient occupants of the natural environment, responsible for its stewardship and that future generations have a right to its enjoyment. To insure this right we believe that an effort to preserve our environment must be established and sustained over generations.

The Bainbridge Island Land Trust is formed as an institution to promote this goal. Its purpose is to offer alternatives to land development by accepting endowments to be held in trust for

the purpose of preservation; by assisting landowners in methods of development that minimize environmental impact; and by fostering a greater understanding and appreciation of the character, history and ecology of Bainbridge Island through example and education.

The Bainbridge Island Land Trust is authorized to engage in any lawful activity for the conservation and preservation of the waters, wetlands, wildlife habitat, timberlands, undeveloped land, scenic areas, open spaces, and recreational and agricultural lands in or near Kitsap County. These activities include acquisition of title, easement or other rights to real property; to manage and maintain acquired property; and to transfer property to appropriate public agencies if necessary to ensure conservation and preservation of the property.

To these ends, the Bainbridge Island Land Trust will:

- a. Undertake lawful activities to raise funds;
- b. Stimulate, through educational programs, the public's appreciation and understanding of the waters, wetlands, wildlife habitat, timberlands, undeveloped land, scenic areas, open spaces, and recreational and agricultural lands in or near Kitsap County;
- c. Stimulate, through education and solicitation, public awareness and support of the Bainbridge Island Trust's goals of receiving donations of properties, conservation easements, other property rights in land, financial contributions, and volunteer services for preserving in perpetuity the property that comes into the Trust's stewardship; and
- d. Fund these activities.

Section 2. Limitations.

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or member of the corporation, or of any private individual.

2.2 No director, officer, member of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the board of directors for identical uses and purposes, to the Trust for Public Lands or any other organization that would then qualify for exemption under

the provisions of Section 501(c)(3) of the Internal Revenue Code, as now stated or as hereafter amended, or any successor code.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as now stated or as hereafter amended, or any successor code, or by organization contributions which are deductible under Section 170(c)(2) of such Code, as now stated or as hereafter amended, or any successor code.

Section 3. 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 purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purpose.

ARTICLE V

Limitation of Directors' Liability

A director shall have no liability to the corporation or its members 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 the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. 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 shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. 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 VI

Indemnification of Directors and Officers

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 director or officer of the corporation or, while a director 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 directors 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 director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director 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 directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its members) 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 or disinterested directors 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 person 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 director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in 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 directors 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 directors 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 VII

Directors

Section 1. Board of Directors. The management of the corporation will be vested in a board of no less than three (3) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

Section 2. Names and Addresses of Directors. The names and addresses of the directors of the corporation who currently manage the affairs of the corporation and who shall serve until their successors are elected and qualified are:

Name

F. Nathan Thomas
Paul Kundtz
James Cutler
Richard Brown
Michael Ryherd
Michael Bonoff
Deborah J. Parr
Robert Campbell
Iver C. MacDougall
Jolynne Meriam
Thomas Schworer
Gary Sundem
David W. Thorne
Laurie E. Usher

Address

P.O. Box 10144
Bainbridge Island, WA 98110

ARTICLE VIII

Amendment of Bylaws

The authority to make, alter, amend or repeal Bylaws is vested in the board of directors, and may be exercised at any regular or special meeting of the board.

ARTICLE IX

Membership

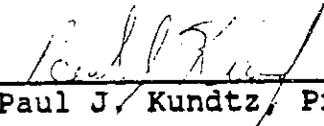
Membership in the corporation shall be open to any individual, association, corporation or organization as provided for in the Bylaws.

ARTICLE X

Dissolution of the Corporation

Dissolution of the corporation shall require a two-thirds (2/3) vote of the Board of Directors. Written notice must be provided to all Board members of the corporation at least thirty (30) days before a vote for dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand this
May 29th day of May, 1991.



Paul J. Kundtz, President