

DECEMBER 26, 2013 **RESTATED ARTICLES OF INCORPORATION**
STATE OF WASHINGTON **OF**

BAINBRIDGE ISLAND COMMUNITY WOODSHOP

The Board of Directors of **BAINBRIDGE ISLAND COMMUNITY WOODSHOP**, a Washington nonprofit corporation, hereby adopts the following Restated Articles of Incorporation (“Articles of Incorporation”), having amended its Articles at a meeting of members on December 14, 2013, and having filed its Articles of Amendment with the Secretary of State on December __, 2013, and now wishes to restate its articles as amended. These restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended and that the restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Article I: Name

The name of the Corporation is **BAINBRIDGE ISLAND COMMUNITY WOODSHOP** (the “Corporation”). The corporation will have one class of non-statutory members who are non-voting and shall have no rights to participate in the governance of the corporation as set forth in the Bylaws.

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Registered Office and Agent

The address of the registered office of the Corporation shall be 13205 Madison Avenue NE, Bainbridge Island, Washington 98110. The name of the registered agent of the Corporation at such address shall be Jeanne Huber.

Article IV: Purposes and Powers

4.1 Purposes. The purposes for which this Corporation, a nonprofit charitable organization, is formed are exclusively charitable, religious, scientific, or educational and consist of the following:

The Bainbridge Island Community Woodshop is a non-profit organization under the laws of the State of Washington (RCW Chapter 24:03) with the intent that it also qualifies as exempt organization under Code Section 170 as a charitable or educational organization (for purposes of these Articles, the corporation will sometimes be referred to as “Woodshop” and sometimes as Corporation). The Woodshop is established to promote the craft of woodworking and other artisanal crafts in our community through classes,

demonstrations and workshops; to build and maintain a shop for use by woodworkers and practitioners of other artisanal crafts and by participants in classes; to educate the community in the safe use of tools, the proper techniques of woodworking and other artisanal crafts and the maintenance of woodworking and other artisanal craft equipment; to perform charity for the community through woodworking and other artisanal craft projects and other service projects that benefit the community; to maintain the long tradition of woodworking and other artisanal crafts in the community; to kindle a love of craftsmanship and to encourage participants to provide other community service.

Article V: Limitations

5.1 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

5.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its 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.

5.3 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes..

Article VI: Directors

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

Name	Address
Dale Spoor	6550 NE Marshall Road Bainbridge Island, WA 98110
David Grant	4178 El Cimo Ln. NE Bainbridge Island, WA 98100
Bob King	8731 NE Laughing Salmon Lane Bainbridge Island, WA 98110
Jeanne Huber	13205 Madison Ave NE Bainbridge Island, WA 98110

Billee Gearheard	10674 NE Valley Rd. Bainbridge Island, WA 98110
M. Wayne Blair	16550 Agate Point Road NE Bainbridge Island, WA 98110
Dick Culp	1815 Parade Grounds Ave. Bainbridge Island, WA 98110
Dave Kircher	9061 Nisqually Way NE Bainbridge Island, WA 98100

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

Article VII: Director Liability Limitations

A director shall have no personal 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 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.

Article VIII: Indemnification

Right to Indemnification. Each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Indemnification of 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 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 of pursuant to rights granted pursuant to, or provided by, applicable Washington law.

Article X: Amendment of Articles

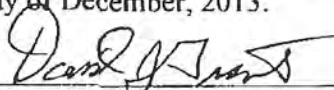
The Corporation may amend, alter, change or repeal any provisions contained in these Articles of Incorporation by the affirmative vote of a majority of the Directors present at a special or regular meeting of the Board.

Article XI: Bylaws

The bylaws of the Corporation shall be approved and amended as provided in the bylaws.

These Restated Articles of Incorporation were unanimously adopted at a meeting of the Board of Directors of the Corporation held on December 14, 2013 at which a quorum was present. These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has signed these restated Articles this 15th day of December, 2013.



David J. Grant, President