

ARTICLES OF AMENDMENT  
OF  
SHORELINE CHRISTIAN SCHOOL

Pursuant to the provisions of Revised Code of Washington Chapter 24.03, the Washington Nonprofit Corporation Act, the following Articles of Amendment are submitted for filing for the purposes of amending the Articles of Incorporation of Shoreline Christian School:

- I. Name. The name of the corporation is Shoreline Christian School.
- II. Amendments. The Articles of Incorporation are amended as follows:

We, the undersigned, residents of the State of Washington, believing that it is our duty and privilege as Christian parents to provide Christian Education for our children, and believing that this can best be accomplished by concerted action, do hereby subscribe to the following Articles of Incorporation for the purpose of forming a corporation under the provisions of , Revised Code of Washington Chapter 24.03.

ARTICLE I

Name and Duration

The name of the School is Shoreline Christian School (the “School”). The School shall have its chief place of business at 2400 Northeast 147<sup>th</sup>, Shoreline, King County, Washington. The existence of the School shall be perpetual.

ARTICLE II

Basis

The religious basis of the School is the Bible, the only inspired and infallible Word of God as interpreted by the Three Formularies of Unity of the Reformed Churches of the Protestant faith: the Belgic Confession, the Heidelberg Catechism, and the Canons of Dort.

The School is governed by the following guiding principles:

- (a) That all things have been created to the end that the Triune God may be glorified in and through them;
- (b) That God by His wise covenant arrangement has appointed the parent to be responsible for the training of the child to the end that God and His glory shall be central and supreme in life’s total experience;

- (c) That the training of the child shall be continued under the parents' responsible supervision in a school that carries out the basic God-Honoring, God-Centered program begun in the home.

### ARTICLE III

#### Purpose

The object and purpose for which the School is formed is to maintain a school, including, but not limited to Grades one (1) through twelve (12), for the instruction of our children, such instruction to be in accordance with Article II hereof and directed toward the end that these children may occupy their places worthily in society, church, and state. The School shall be a non-profit, religious and educational organization.

### ARTICLE IV

#### Membership

Membership in the School is open to only those who are in accord with Articles II and III hereof. They must be eighteen (18) years of age or older and attend a membership class. Application for membership shall be in writing and acceptance shall be upon recommendation by the Board of Directors and a majority vote of the members of the School. Membership implies a willingness to participate in the activities of the School. Membership in this School will be considered terminated when a member moves from the area served by the School, or ceases to support the School.

### ARTICLE V

#### Meetings

Section 1. The School shall hold two regular meetings each year. The fall meeting shall be held in October. The time and place of such meetings are to be set by the Board of Directors. Written or printed notice stating the place, day and hour of a regular or special meeting of the School and, in the case of a special meeting the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than ten (10) days and not more than fifty (50) days before the meeting.

Section 2. At the fall meeting the following shall be included in the agenda:

- (a) Prayer
- (b) Reading of minutes of previous meeting
- (c) Reading of papers and correspondence
- (d) Report of the administrator

- (e) Report of the standing committees
- (f) Report of special committees
- (g) Roll Report
- (h) Consideration of unfinished business
- (i) Consideration of new business
- (j) Adjournment and closing prayer

Section 3. The spring meeting of the School shall be the annual business session. At this meeting the annual election of the Board of Directors shall take place and the Board of Directors shall present a budget for the ensuing fiscal year for the approval of the School.

Section 4. Special meetings may be called at any time by the Board of Directors. Also, the President or Secretary of the Board must call a special meeting at any time such a meeting is requested in writing by at least one-fourth (1/4) of the members. Such a request must state a reason for calling the meeting.

Section 5. School elections shall be by ballot. A majority vote of more than one-half (1/2) of the votes cast shall decide the issue in each case, except where otherwise required by the Articles of Incorporation or bylaws of this School

Section 6. Twenty (20) members shall constitute a quorum for the transaction of business at any meeting.

## ARTICLE VI

### Board of Directors

Section 1. The affairs of the School shall be managed by a Board of Directors consisting of not less than four (4) members. The directors shall be elected by the members of the School at the regular spring meeting. Only those persons who are members of the School and qualified by attesting to the *Qualifications for Board Membership* (Appendix A) are eligible for Board membership.

Section 2. The election of members to serve on the Board of Directors shall take place at the regular Spring meeting of the School. Each Board member shall be elected to a three (3) year term unless elected to finish an unexpired term or a shorter term to provide proper rotation. One or more Board members shall be retired each year, and no member shall serve more than two (2) consecutive terms. The elections and retirement shall be so arranged so that a majority of the Board of Directors shall be retained to provide continuity of management.

Section 3. The newly elected members of the Board of Directors shall take office as of the first meeting of the Board of Directors in August of each year following their election. Said newly elected members to the Board of Directors shall attend the regular directors meetings between the time of their election and their installation.

Section 4. Notice of a School meeting at which an election is to be held shall be given to the members of the School by mailing said notice to the members as provided in Article V, Section 1.

Section 5. Members of the School may nominate candidates for the Board of Directors by submitting the name or names of their nominee or nominees in writing at least ten (10) days prior to the meeting at which the election is to be held. The nominations so made by the members must be seconded by two other members of the School and must be accompanied by a statement of the nominee that he is willing to serve in the capacity of a member of the Board of Directors. The complete list of all nominees shall be submitted by the Board of Directors to the membership prior to the meeting at which the election is to be held as provided in Article V, Section 1.

Section 6. In the event of a vacancy on the Board of Directors, the remaining directors by majority vote of the directors present may elect a successor to fill the unexpired term.

Section 7. The Board of Directors shall hold one stated meeting each month.

## ARTICLE VII

### Duties of the Board of Directors.

The Board of Directors shall:

- (a) Determine School policies in harmony with the provisions of these Articles of Incorporation and the decisions of the School.
- (b) Select an administrator and teaching staff qualified to carry out the educational policies and programs of the School.
- (c) Devise ways and means of obtaining the necessary funds for operating the School and direct the disbursement of these funds.
- (d) Assure itself of the faithful carrying out of the School's educational policies and program by periodic visits and other effective means.
- (e) Actively propagate the cause of Christian Education in the community and promote this cause in general through like-minded affiliations.
- (f) Appoint such committees, as it may deem necessary. Such appointments shall be made by the President with the approval of the Board of Directors.

- (g) Acquire, hold, maintain, and dispose of the material properties of the School with the following limitations: The Board of Directors may buy, sell, rent, or lease real estate, issue promissory notes, bonds, or other obligation, secured by mortgages on real estate or other property of the School only with the permission of the School. Such permission shall require a two-thirds (2/3) majority of the votes cast. Written notice of a meeting for consideration of these matters must be sent to all members as provided in Article V, Section 1. This notice shall set forth in full the matter or proposal to be considered at such meeting.

## ARTICLE VIII

### Officers of the Board and their Duties.

Section 1. At the first meeting of the Board of Directors in August of each year, the Board of Directors shall elect the following four (4) officers: President, Vice-President, Secretary, and Treasurer.

Section 2. It shall be the duty of the President to preside at all meetings of the Board of Directors and of the School, and to enforce the provisions of the Articles of Incorporation and Bylaws. The President is an ex officio member of all committees and shall be notified of all meetings.

Section 3. The Vice-President shall assist the President whenever possible in the discharge of his or her duties. In the absence of the President, the Vice-President shall carry out the duties of the President.

Section 4. The Secretary shall take care of the official documents of the School, conduct correspondence, and enter into the records of the School the minutes of all meetings of the School and Board of Directors after they have been approved.

Section 5.. The treasurer shall report regarding the finances of the School at the monthly meeting of the Board of Directors and at the spring and fall meetings of the School as herein previously defined

Section 6. The treasurer shall prepare an annual financial report for distribution to the members of the School. The fiscal year of the School shall end on the last day of August of each year.

## ARTICLE IX

### Committees of the Board and their Duties.

Section 1. The President of the Board of Directors, with the approval of the Board, shall appoint an Education Committee, a Finance Committee, an Advancement Committee, a Building & Grounds Committee, and an Admissions Committee. The chairperson of each of these committees shall be a member of the School and approved by the Board of Directors. Members of the School may be appointed to act on any of said committees and appointments shall be on an annual basis.

Section 2. Education Committee. This committee shall:

- (a) Consider all matters relative to the educational policies and program of the school, and make recommendations to the Board of Directors.
- (b) Investigate the qualifications of candidates for administrative and teaching positions, and make recommendations to the Board of Directors for appointment and salaries for such candidates.
- (c) Keep itself informed in regard to the scholastic quality and Christian character of the instruction given, the course of study, discipline, equipment, etc, and make recommendations to the Board of Directors.

Section 3. Finance Committee. This committee shall:

- (a) Recommend to the Board of Directors a budget for the ensuing year.
- (b) Suggest to the Board of Directors how the School is to be maintained financially, indicating sources of income, and how monies are to be collected from these sources.
- (c) Recommend to the Board of Directors arrangements for payment of the educational expenses of parents who are financially unable to contribute.

Section 4. Advancement Committee. This committee shall:

- (a) Publish news bulletins periodically as required to keep the members of the School well informed as to the business of the School.
- (b) Recommend to the Board of Directors a program of action by which the cause of Christian education may be advanced and strengthened and make the necessary arrangements for carrying out this program.

Section 5. The Building & Grounds Committee. This committee shall:

(a) Concern itself with all phases of the care, maintenance and adequacy of the physical plant of the School and make recommendations to the Board of Directors.

(b) Make recommendations to the Board of Directors concerning the appointment work and salary of the maintenance personnel.

Section 6. Admissions Committee: This committee shall:

(a) Concern itself with all aspects of the interview process in admitting students to the School.

(b) Make recommendations to the Board of Directors of this process for final approval.

Section 7 Committees in Article IX shall:

(a) Develop long-range plans for the School as to (1) growth, and (2) financial and property needs for such growth.

(b) Make recommendations to the Board of Directors to accommodate and implement these plans.

## ARTICLE X

### Powers.

This School shall have the power to receive all contributions and donations of money, real estate, and personal property of any and every nature, all to be used for the promotion of said School by the Board of Directors as governed by these Articles of Incorporation. The School shall have all powers granted by law necessary and proper to carry out its above-stated purposes, consistent with its qualifications under Section 501(c)(3) of the Code.

## ARTICLE XI

### Finances.

The funds necessary for the operation of the School shall be obtained primarily by means of tuition and pledges made to the School each fiscal year. Additional funds may be raised by special donations, church offerings, contributions from organizations, and by other means consistent with the basis of the School.

## ARTICLE XII

### Full Tax Benefit

In the event the School is classified as a private foundation, the School's officers intend to maintain the full benefit of tax exemption to which the School may be entitled under the Code. Accordingly, the School shall be managed in a manner consistent with the officers' intent. Without limiting the generality of the foregoing, in the event of such classification, the School shall:

1. Distribute its income for each taxable year at such time and in such manner as not to subject the School to tax under Section 4942 of the Code;
2. Not engage in any action of self-dealing as defined in Section 4941(d) of the Code;
3. Not retain any excess business holdings as defined in Section 4943(c) of the Code;
4. Not make any investment that jeopardizes the School's charitable purposes as defined in Section 4944 of the Code; and
5. Not make any taxable expenditures as defined in Section 4945(d) of the Code.

## ARTICLE XIII

### Amendments

These Articles of Incorporation may be amended by the two-thirds (2/3) vote of all of the members of the School at any regular meeting of the School provided that notice stating the desired amendment be mailed to the members as provided in Article V, Section 1 . Articles II, III, VI (Section 1), and XIII of these Articles of Incorporation are not subject to change

## ARTICLE XIV

### Dissolution

In case of the dissolution of the School, the property and monies belonging to the School shall be donated to such a Reformed Educational Cause as the Board of Directors may determine, provided that the recipient or recipients would qualify for exemption as an organization described in Section 501(c)(3) of the Code.

## ARTICLE XV

### Tax Exempt Status.

1. This School is organized and operated exclusively for religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further United States internal revenue law or successor statute ("Code"). Consistent with and subject to its qualification under Section 501(c)(3) of the Code, the School is organized and operated as a school.

2. No part of the net earnings of the School shall inure to the benefit of any private shareholder or individual.

3. No substantial part of the activities of the School shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code).

4. The School shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, all within the meaning of Section 501(c)(3) of the Code.

## ARTICLE XVI

### Director Liability.

To the full extent that Washington law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the School shall not be liable to the School or its members for monetary damages for conduct as a director. Any amendments to or repeal of this Article XVI shall not adversely affect any right or protection of a director of the School for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## ARTICLE XVII

### Indemnification.

Section 1. In General. The School has the power to indemnify (including the power to advance expenses to) its directors, officers, employees, and agents made a party to a proceeding, as defined in the Washington Business Corporations Act, without regard to the limitations in RCW 23B.08.510 through 23B.08.550; provided, however, that no such indemnity shall indemnify any such director, officer, employee, or agent from or on account of (1) acts or omissions of such director, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the director, officer, employee, or agent finally adjudged to be in violation of RCW 23B.08.310; or any transaction with respect to which it was finally adjudged that such director, officer, employee, or agent personally received a benefit in money, property, or services to which such person was not legally entitled.

Sec. 1.1. Power to Indemnify. The corporation shall have the following powers:

Sec. 1.2. Power to Indemnify. The corporation may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the corporation as a director, officer, employee, agent, trustee, or in any other capacity 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 or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of his or her heirs and personal representatives.

Sec. 1.3. Power to Pay Expenses in Advance of Final Disposition. The corporation may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the corporation of (a) a written affirmation of the director's, officer's, employee's or agent's good faith belief that he or she has met the standard of conduct described in RCW 23B.08.510, and (b) a written undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

Sec. 1.4. Power to Enter Into Contracts. The corporation may enter into contracts with any person who is or was a director, officer, employee and agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, 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.

Sec. 1.5. Expansion of Powers. If the Washington Business Corporation Act or the Washington Nonprofit Corporation Act is amended in the future to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act and the Washington Nonprofit Corporation Act, as so amended.

Sec. 1.6. Limitation of Powers. No indemnification shall be provided under this Article to any such person if the corporation is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a director in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

## Section 2. Indemnification of Directors, Officers, Employees and Agents.

Sec. 2.1. Directors. The corporation shall indemnify and hold harmless any person who is or was a director of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered.

Sec. 2.2. Officers, Employees, and Agents. The corporation may, by action of its board of directors, indemnify and hold harmless any person who is or was an officer, employee or agent of the corporation, and provide advancement of expenses to the full extent to which the corporation is empowered, or to any lesser extent which the board of directors may determine.

Sec. 2.3. Character of Rights. To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.

Sec. 2.4. Enforcement. A director of which the corporation has indemnified ("Claimant") shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking in subsection 1.2. above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled.

If a claim under this Article is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty days, the claimant may at any time hereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Sec. 2.5. Rights Not Exclusive. The right to indemnification and advancement of expenses 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 or Bylaws of the corporation, agreement, vote of disinterested directors, or otherwise.

Section 3. Insurance. The corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or who, while a director, officer, employee or agent of the corporation, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan 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.

Section 4. Survival of Benefits. Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 5. Severability. If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 6. Applicable Law. For purposes of this Article, "applicable law" shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.