

FILED
SECRETARY OF STATE
SAM REED

JUNE 28, 2012

STATE OF WASHINGTON

**RESTATED ARTICLES OF INCORPORATION
OF
JAPAN-AMERICA SOCIETY OF THE STATE OF WASHINGTON**

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These Restated Articles of Incorporation were unanimously approved by the Board of Directors present at a meeting duly called, correctly set forth without change the provisions of the Articles of Incorporation as amended, and supersede the original Articles of Incorporation and all previous amendments thereto.

ARTICLE I

Name

The name of the corporation is Japan-America Society of the State of Washington.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

It is the goal of the Society to promote friendship and mutual understanding between Japan and the United States by sponsoring educational programs, cultural performances and similar non-profitable pursuits.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV**Powers**

The corporation shall have all powers granted non-profit corporations by the Washington Non-profit Corporation Act of 1967, as amended, including any additional powers which may hereafter [be] granted by subsequent amendment to said Act. However, no part of the net earnings of the corporation shall enure to the benefit of or be distributable to its members, directors, officers or other private individuals, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above.

ARTICLE V**Registered Office and Agent**

The address of the initial registered office of the corporation shall be P.O. Box 18203, Seattle, Washington 98118 and the name of the initial registered agent at such address shall be Kay Hashimoto, 5534 – 21st St. South, Seattle, Washington.

ARTICLE VI**Membership**

The corporation shall have one or more classes of members whose qualifications and rights shall be as prescribed in the corporation's Bylaws.

ARTICLE VII**Directors**

The corporation shall have not less than three (3) Directors. The actual number of Directors shall be as prescribed in the corporation's Bylaws. The initial Board of Directors shall

consist of three (3) Directors and they shall hold office until the organizational meeting of the corporation. The names and post office addresses of the initial Board of Directors are as follows:

Gordon S. Clinton	500 Third & Lenora Bldg. Seattle, Washington
William Y. Mimbu	318 Sixth Avenue South Seattle, Washington
Vernon Rassmussen	111th and Aurora Avenue No. Seattle, Washington

ARTICLE VIII

Bylaws

The Board of Directors of the corporation is authorized to adopt, amend or repeal the Bylaws of the corporation subject to the power of the members of the corporation to change or repeal such Bylaws.

ARTICLE IX

Dissolution

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. If the named recipient is not then in existence or is no longer exempt from Federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to another organization which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE X**Indemnification and Limitation of Liability**

10.1 **Indemnitee.** The term "Indemnitee" as used in this Article X shall mean any 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, being or having been 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 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.

10.2 **Right to Indemnification.**

(a) **Scope.** Each Indemnitee shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expenses, liability and loss (including attorneys' fees, judgments, fines, penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith. Except as provided in Section 10.2(b)(ii) below, the determination otherwise required by RCW 23B.08.550 shall not be required in connection with indemnification pursuant to this Section 10.2(a).

(b) **Exceptions.**

(i) Such right of indemnification shall not exist where the act or omission of the Indemnitee involves (i) intentional misconduct or a knowing violation of the law,

(ii) a violation of RCW 23B.08.310 (as now in effect or as it may hereafter be amended), or (iii) any transaction in which the Indemnitee has received or will receive a benefit in money, property or services to which he or she is not legally entitled.

(ii) Such right of indemnification shall also not exist where the act or omission of the Indemnitee involves recklessness or gross negligence, unless the corporation elects by resolution to provide such indemnification pursuant to RCW 23B.08.550(2)(a) (as now in effect or as it may hereafter be amended).

(c) Continuation After Separation. Such right of 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.

(d) Proceeding by Indemnitee. Except as provided in Section 10.3, such right of indemnification shall not exist where the Indemnitee seeks indemnification in connection with a proceeding (or part thereof) initiated by such Indemnitee unless such proceeding (or part thereof) was authorized by the Board of Directors prior to its initiation.

(e) Contract Right: Expenses. The right of indemnification conferred in this Section 10.2 shall be a contract right and shall include the right to have the corporation pay 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 the Indemnitee, to repay all amounts so advanced if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section 10.2 otherwise.

10.3 Right of Claimant to Bring Suit. If a claim under Section 10.2 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 also be entitled to reimbursement for the expenses of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article X 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 proving by a preponderance of the evidence that the claimant is not so entitled. Neither the failure of the corporation (including the Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including the Board of Directors or independent legal counsel) 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.

10.4 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 X shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles, Bylaws, agreement, vote or consent of disinterested directors; or otherwise.

10.5 Insurance, Contract, and Funding. The corporation may maintain insurance at its own expense to protect itself and any Indemnitee against any expense, liability, or loss against which the corporation has the power to indemnify pursuant to this Article X. In addition, the corporation may maintain insurance against such expense, liability, or loss whether or not the corporation would have the power to provide indemnification under the Washington Nonprofit Corporation Act. The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article X and may create trust funds, grant security interests in corporate assets, provide letters of credit, and use such other means as the corporation deems necessary or appropriate to ensure that indemnification is provided under this Article X.

10.6 Indemnification of Employees and Agents of the Corporation. The corporation may, by action of the Board from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to or on behalf of employees and agents of the corporation with the same scope and effect as the provisions of this Article X 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 Nonprofit Corporation Act or otherwise. Notwithstanding anything herein to the contrary, the corporation's indemnification of officers and directors and the reduction of directors' liability to the corporation and its members shall be limited to the extent necessary (if at all) in order for the corporation to at all times qualify as an organization exempt from federal taxation under Code section 501(c)(3) or the corresponding section of any future federal tax code.

10.7 Elimination or Limitation of Liability of Directors and Officers. To the full extent that the Washington Nonprofit Corporation Act permits the elimination or limitation of the

liability of directors and officers, a director or officer of the corporation shall not be liable to the corporation for monetary damages for conduct as a director or officer; provided that the liability of a director or officer shall not be eliminated or limited for acts or omissions that involve intentional misconduct or a knowing violation of law, for approval of distributions contrary to law, or for any transaction from which the director or officer has personally received or will personally receive a benefit in money, property or services to which the director or officer is not legally entitled.

ARTICLE XI

Incorporator

The name and post office address of the incorporator is as follows:

Gordon S. Clinton 500 Third and Lenora Bldg.
Seattle, Washington

IN WITNESS WHEREOF, the Chair of the corporation has signed these Restated Articles in duplicate this 28th day of June, 2012.



Mark Calhoon, Chair