

AMENDED ARTICLES OF INCORPORATION

As Accepted by State Convention

August 5, 2006

WASHINGTON OLD-TIME FIDDLERS ASSOCIATION

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WASHINGTON OLD-TIME FIDDLERS ASSOCIATION

We, the undersigned, residents of Asotin County, Washington, hereby subscribe to the following Amended Articles of Incorporation for the purpose of forming a corporation under the provisions of Title 23.04, Revised Code of Washington:

ARTICLE I

NAME. The name of the corporation shall be Washington Old-Time Fiddlers Association.

ARTICLE II

PLACE AND DURATION. The chief place of business of this Corporation shall be in the State of Washington at the place determined as provided in this Corporation's Bylaws. The duration of this Corporation shall be perpetual.

ARTICLE III

MEMBERSHIP. Membership in this Corporation shall be open to all persons who are residents of the State of Washington and who are interested in the study, documentation, promotion, and perpetuation of old time fiddling. Membership, and the rights and responsibilities of members shall be on such terms as set forth in the Bylaws of this Corporation, and/or as established from time to time by the Board of Directors of this Corporation. Members shall have the right to vote for the election of Directors of this Corporation, and to vote upon all other matters coming before a vote of the membership as provided by the Nonprofit Corporations Act of the State of Washington, or as may be referred to such a vote of the members by the Board of Directors, all in accordance with the Bylaws of this Corporation. Non-residents of the State of Washington may become Associate Members of this Corporation as provided in this Corporation's bylaws, and shall be entitled to participate in the activities of this Corporation, but shall have no vote in matters coming before the members, nor ability to hold office in this Corporation, nor to participate in activities of this Corporation which its Board of Directors deem to be open only to Members, such as a fiddle contest to determine Washington State fiddle championships.

ARTICLE IV

OBJECTS AND PURPOSES. The objects and purposes for which this Corporation is formed are:

(1) To foster and promote old-time and traditional fiddling, including, but not limited to, conducting research, providing instruction, maintaining archives and collections, producing

recordings and publications on old-time and traditional fiddling, and conducting and sponsoring public shows and exhibitions of such arts.

(2) To operate exclusively for educational and scientific purposes.

(3) No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 V

POWERS AND AUTHORITY OF PROPERTIES. This Corporation shall have the power to buy, sell, receive, acquire, hold, possess, manage, dispose of, and convey such real and personal property which it has now or may hereafter acquire for the use and benefit of the Association to have and exercise the power to mortgage, pledge, and hypothecate any or all of the real and personal property belonging to it as security for money borrowed or obligations which may be incurred in the purchase, maintenance, improvement, or in the conduct of its work; to receive and collect funds and cash, real and personal property, by will, contribution, donation, or otherwise, for the support and maintenance of the Association and its work in general, and all other powers and authorities set forth in RCW 24.06.030.

ARTICLE VI

DURATION. The Corporation commenced its corporate existence on the date the Secretary of State originally issued its Certificate of Incorporation, and shall be perpetual.

ARTICLE VII

CONVEYANCES. All instruments pertaining to real estate shall be signed by the President and Treasurer. The signature of these officers shall be conclusive evidence that they hold said office and have been authorized to execute said instrument by the members of this Corporation as herein provided.

ARTICLE VIII

AMENDMENTS. The Articles of Incorporation can be amended by a two-thirds vote of the members of this Corporation present at any regular or special meeting called for that purpose; provided notice of said amendment has been given by either electronic transmission, by publication in the Corporation newsletter or by written notice at least two weeks prior to said meeting.

ARTICLE IX

PERSONAL LIABILITY. No member of this Corporation shall be liable for the debts of the Corporation. Private property of the members of this Corporation shall be exempt from corporate deeds and liability.

ARTICLE X

MEETINGS OF MEMBERS. The Annual Meeting of Members shall be held on such date and at such time and place as shall be determined from time to time by this Corporation's Board of Directors. Notice of such Annual Meeting, and the actions to be taken at such meeting, shall be given as provided by the Nonprofit Corporations Act of the State of Washington and the Bylaws of this Corporation.

ARTICLE XI

BOARD OF DIRECTORS, OFFICERS. The affairs of the Corporation shall be managed by a Board of Directors elected and serving for such term or terms as provided in the bylaws of this Corporation. The officers of this Corporation shall be appointed by the Board of Directors as established in the bylaws of this Corporation, and shall have the terms, rights, and responsibilities as set forth therein.

ARTICLE XII

RESTRICTION ON DISTRIBUTION OF EARNINGS. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE XIII

DISTRIBUTION ON DISSOLUTION. Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of this Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the State of Washington for King County exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.