

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE CORPORATION CURRENTLY NAMED
THE RECTOR, CHURCHWARDENS AND VESTRYMEN OF
SAINT BARNABAS' PARISH OF BAINBRIDGE ISLAND, KITSAP COUNTY,
WHICH SHALL NOW BE KNOWN AS
ST BARNABAS EPISCOPAL CHURCH
OF BAINBRIDGE ISLAND, WASHINGTON**
Pursuant to the Washington Nonprofit Corporation Act
Revised Code of Washington 24.03

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the following Articles of Amendment to the Articles of Incorporation are adopted:

1. The current name of record of the corporation is The Rector, Churchwardens and Vestrymen of Saint Barnabas' Parish of Bainbridge Island, Kitsap County. After these Articles of Amendment have been approved and filed with the Secretary of State, the name of this corporation shall be St Barnabas Episcopal Church of Bainbridge Island, Washington.

2. The Articles of Incorporation are hereby amended in their entirety as set forth in the Amended Articles of Incorporation which are attached to this document as Exhibit A, which is incorporated into this document by this reference.

3. At a regular meeting held on October 20, 2019, at which a quorum was present, the Board of Directors of the corporation, known as the Vestry, adopted a resolution setting forth the proposed amendment and directed that it be submitted to a vote at the annual meeting of members having voting rights. Notice in the form of a record setting forth the proposed amendment or a summary of the changes to be effected by the proposed amendment was given to each member entitled to vote at such meeting within the time and in the manner provided in Chapter 24.03 of the Revised Code of Washington for the giving of notice of meetings of members.

4. The proposed amendment was adopted at the corporation's annual meeting held on January 26, 2020, at which a quorum was present, upon receiving votes of approval by at least two-thirds of the members present at such meeting or represented by proxy.

5. These Articles of Amendment shall be effective on the date of filing with the Secretary of State.

The undersigned is an officer of the corporation and is acting in an authorized capacity.

DATED this _____ day of _____, 2020.

ST BARNABAS EPISCOPAL CHURCH OF
BAINBRIDGE ISLAND, WASHINGTON

By: _____

Senior Warden

M. Karen Haig, Rector

EXHIBIT A
TO THE ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF THE CORPORATION CURRENTLY NAMED
THE RECTOR, CHURCHWARDENS AND VESTRYMEN OF
SAINT BARNABAS' PARISH OF BAINBRIDGE ISLAND, KITSAP
COUNTY,
WHICH SHALL NOW BE KNOWN AS
ST BARNABAS EPISCOPAL CHURCH
OF BAINBRIDGE ISLAND, WASHINGTON
Pursuant to the Washington Nonprofit Corporation Act
Revised Code of Washington 24.03

AMENDED ARTICLES OF INCORPORATION
OF THE RECTOR, CHURCHWARDENS AND VESTRYMEN
OF SAINT BARNABAS' PARISH
OF BAINBRIDGE ISLAND, KITSAP COUNTY,
WHICH SHALL NOW BE KNOWN AS
ST BARNABAS EPISCOPAL CHURCH
OF BAINBRIDGE ISLAND, WASHINGTON

The undersigned, in order to amend the Articles of Incorporation that originally formed this nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, hereby executes the following Amended Articles of Incorporation:

ARTICLE I
NAME

~~The name of this corporation shall be "The Rector, Churchwardens and Vestrymen of Saint Barnabas' Parish of Bainbridge Island, Kitsap County."~~~~The name of this corporation is "St Barnabas Episcopal Church of Bainbridge Island, Washington" (the "Corporation").~~

ARTICLE II
LOCATIONDURATION

~~Section 1. — The location and chief place of business of the corporation shall be Head of the Bay, Bainbridge Island, Washington.~~

~~Section 2. — The geographical boundaries of the parish shall be those determined by the ecclesiastical authority of the Diocese of Olympia of the Protestant Episcopal Church in the United States of America.~~

~~The duration of the Corporation shall be perpetual.~~

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ARTICLE III
MEMBERSHIP PURPOSES, POWERS AND ALLEGIANCE

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~~This corporation shall not be a joint stock company. All baptized persons who desire to associate themselves with this corporation for the purpose of church membership and for the promotion of the object of the corporation may become members by causing their names to be extended on the roll of membership of the Parish Register, and the evidence of membership shall be such entry and the continuance of the name in the Parish Register. Membership shall be terminated by death, letter of transfer to another Parish issued by the Minister in charge, or removal from the rolls of the Parish as provided in the Constitution and Canons of the Diocese of Olympia and of the Protestant Episcopal Church in the United States of America.~~

Section 1. Purposes. The Corporation is organized exclusively for charitable, religious, scientific and educational purposes within the mean of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the following:

A. To organize and establish a parish church under the Constitution and Canons of the Protestant Episcopal Church in the United States of America and the Constitution and Canons of the Diocese of Olympia where all people may encounter the living God and the reconciling gospel of Jesus Christ.

B. To worship and pray; to serve those who need help and compassion, in song that lifts the heart and in warm hospitality; to live joyously and to celebrate fully the life and world God has provided.

C. To aid, support and assist by gifts, contributions or otherwise other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

D. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in these Amended Articles of Incorporation or the Corporation's By-laws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Section 3. Allegiance. This Corporation accedes to and agrees to be bound by and comply with the Constitution and Canons of the Protestant Episcopal Church in the United States of

America and the Constitution and Canons of the Diocese of Olympia, and the doctrine, discipline and worship of the Protestant Episcopal Church in the United States of America.

ARTICLE IV
OBJECTLIMITATIONS

Section 1. The object for which this corporation is formed is to establish and maintain Episcopal Churches and to provide a place of public worship of Almighty God and the administration of the sacraments and all rites and ceremonies of the Protestant Episcopal Church in the United States of America according to its usages and forms; to establish, maintain and conduct schools for the religious instruction of the young and to further other religious and charitable work.

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, religious, scientific and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code or any successor provision and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provisions of these Amended Articles of Incorporation, 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 Section 501(c)(3) of the Code or any successor provision or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 5. Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of or provision for payment of all debts and liabilities of the Corporation shall be distributed to the Diocese of Olympia, of the Episcopal Church in the United States of America, a Section 501(c)(3) organization, provided such organization is then exempt from taxation under the provisions of Section 501(c)(3) of the Code or any successor provision or, if the Diocese of Olympia, of the Episcopal Church in the United States of America is not then exempt, to one or more organizations selected by the Board of Directors of the Protestant Episcopal Church in the United States of America which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code or any successor provisions, and which further the purposes set forth in Article III of these Amended Articles of In-

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corporation.

ARTICLE V
ALLEGIANCE MEMBERS

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~~This corporation accedes to and agrees to be bound by and comply with the Constitution, Canons, Doctrines, Disciplines, Worship, Liturgy, Rites and Usages of the Protestant Episcopal Church in the United States of America and of the Diocese of Olympia.~~

The Corporation shall have members. The qualifications of the members and the other rights and privileges of members shall be as set forth in the Corporation's Bylaws.

ARTICLE VI
VESTRY BOARD OF DIRECTORS

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Section 1. The affairs of ~~the~~this eCorporation shall be managed by a Board of directors ~~(to be called the "Vestry")~~ which shall consist of the Rector and ~~not less than three nor more than fifteen~~ persons elected by the members Parish of the Corporation ("Vestry members" or "Directors") at the Corporation's Annual Meeting or at a special meeting called for that purpose. The Vestry shall be the agent and legal representative of the Corporation in all matters concerning its corporate affairs and property. The Vestry members shall serve without compensation; however, they may be reimbursed for authorized expenses. The first Board shall consist of 12 members and the Rector, to serve as hereinafter set forth. Thereafter, the Parish, by the majority vote of those present at the Annual Meeting, or a special meeting called for that purpose, may, if notice of such proposed change has been given with notice of such meeting, change the number of the elected members of the Vestry within the foregoing limitation of not less than three nor more than fifteen. The specific number of Vestry members, and their qualifications, terms of office and manner of appointment; place and notice of meetings; and the powers and duties of the Vestry members and officers shall be such as are prescribed by the Bylaws of the Corporation.

Section 2. The first Vestry of ~~the~~this eCorporation ~~shall consist of~~ the Rector and 12 directors Vestrymen; ~~who shall serve for the terms indicated:~~

~~(a) — Until the first Annual Meeting of the Parish, to be held on or before the 25th day of April 1965, the following:~~

- Thomas F. Brooks,
- Stuyvesant B. Pell,
- George C. Trask,
- Stephen C. Bacon,

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~~(b) — Until the Annual Meeting of the Parish to be held on or before the 25th day of April, 1966, the following:~~

- George M. Cole,
- Robert G. Smith,
- Walter C. Woodward,
- John B. Jolly,

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~~(c) — Until the Annual Meeting of the Parish to be held on or before the 25th day of April, 1967, the following:~~

- George L. Coulter,

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John E. Graham,
Robert C. Hayden and
Harold G. Swendsen,

~~Section 3. — Baptized men and women who are qualified electors of the Parish shall alone be eligible to serve as Vestrymen. At least two thirds of the Vestrymen shall also be Communicants. The Rector shall be ex officio a member and the Chairman of the Vestry. The qualified electors of the Parish shall each year choose by ballot one third of the whole number of the Vestrymen to serve for three years and until the election of their successors. No member of a Vestry who is elected to a full three year term shall be eligible for re-election to the Vestry until one year after the expiration of the term for which he or she was elected.~~

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~~Section 4. — The Vestry may, at a meeting duly called, fill a vacancy in its own membership until the next Annual Meeting of the Parish, at which time a member shall be elected for the remaining portion of the unexpired term.~~

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~~Section 5. — At the next Annual Meeting of the Parish, to be held on or before the 25th of April, 1965, 4 Vestrymen shall be elected for a three year term to take the place of the 4 Vestrymen aforementioned whose terms expire at said time. Annually thereafter, one third of the total number of Vestrymen, as nearly as may be, shall be elected for three years.~~

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~~Section 6. — All Vestrymen shall serve until the expiration of the term for which they are elected and until the election of their successors.~~

~~Section 7. — Qualified electors of the Parish shall be Communicants of the Parish of legal age, whose names have been on the Parish Register for at least one month next preceding the Parish meeting, and who have made stated contributions to the Parish budget as shown by the books of the Parish Treasurer; and such other baptized persons of like age who for six months last past have made stated contributions to the Parish budget as shown by the books of the Parish Treasurer.~~

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ARTICLE VII **OFFICERS REGISTERED AGENT AND OFFICE**

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~~Section 1. — The officers of the corporation shall consist of a President, a Senior Warden, a Junior Warden, a Clerk and a Treasurer. The Rector of the Parish or the Minister in charge shall be President of the corporation and Chairman of the Vestry. The Wardens shall be members of the Vestry and Communicants of the church. The Senior Warden shall be appointed by the Rector and the Junior Warden shall be elected by the Vestry. The Clerk and the Treasurer need not be members of the Vestry, but shall be qualified electors of the Parish, and shall be elected by the Vestry. All officers of the corporation except the President shall hold office until the first meeting of the Vestry after the next annual Meeting of the Parish following their election and until their successors are elected.~~

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~~Section 2. — The officers of the corporation shall have the usual duties incident to their respective offices and such other duties as are provided in the Constitution, Canons, Usages and Practices of the Protestant Episcopal Church in the United State of America and Dio-~~

~~ese of Olympia. The registered office of the Corporation shall be 1187 Wyatt Way NW, Bainbridge Island, Washington 98110 and the registered agent of the Corporation at that address shall be the Rector.~~

ARTICLE VIII

EXISTENCE INDEMNIFICATION AND LIMITATION OF LIABILITY

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~~The term of the existence of this corporation shall be perpetual.~~

Section 1. Director Liability. ~~Directors of the Corporation shall not be personally liable to or for the Corporation for monetary damages for conduct as a director except for liability of the Director: (a) for acts or omissions that involve intentional misconduct by the Director or a knowing violation of law by the Director; and (b) for any transaction from which a Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Revised Code of Washington is amended to authorize corporate action further eliminating or limiting the personal liability of directors of a corporation, then the liability of the Directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Revised Code of Washington as it may be amended from time to time. Any repeal or modification of this Section 1 shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification. This provision does not eliminate or limit the liability of the Directors of the Corporation for any act or omission occurring before the date on which this provision becomes effective.~~

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Section 2. Indemnification.

A. The Corporation has the power to indemnify and to purchase and maintain insurance for its Directors, officers, trustees, Vestry committee members, employees, and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its Directors against all liability, judgments, damages, fines, settlements and expenses arising from or in connection with service for, employment by or other affiliation with the Corporation or other firms or entities to the maximum extent and under all circumstances permitted by law. The indemnification authorized or required by this Section 2 for liability that does not result from (i) acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law or (ii) a transaction finally adjudged to have resulted in the indemnitee personally receiving a benefit in money, property or services to which the indemnitee was not legally entitled shall not be subject to the limitations set forth in the Revised Code of Washington but shall be exclusively administered by the Vestry.

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B. Except as provided in subsection (E) of this Section, the Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director against liability incurred in the proceeding if:

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1. The individual acted in good faith; and
2. The individual reasonably believed:

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a. In the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interests; and

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- b. In all other cases, that the individual's conduct was at least not opposed to its best interests; and
- 3. In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

C. A director's conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interest of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (B)(2)(b) of this Section.

D. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not of itself determinative that the Director did not meet the standard of conduct described in this Section.

E. The Corporation may not indemnify a Director under this Section:

- 1. In connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or
- 2. In connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in the Director's official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

F. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

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ARTICLE IX
PROPERTY RIGHTS

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Section 1. The eCorporation shall have the power to receive, acquire, hold, own, sell, lease, rent, mortgage, invest, or otherwise use, encumber or dispose of any real property, personal property, funds or other property of any sort in conformity with the Constitutions and Canons Law of the Protestant Episcopal Church in the United States of America and of the Diocese of Olympia.

Section 2. All deeds and contracts of the eCorporation shall be executed ~~by the as authorized by and President, or, if there be none or if he be absent, the Senior Warden, and Clerk,~~ under the authority of the Vestry.

ARTICLE X
BYLAWS

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The Vestry shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

APPROVED BY THE MEMBERS AND DATED this _____ day of _____, 2020.

**ST BARNABAS EPISCOPAL CHURCH OF
BAINBRIDGE ISLAND, WASHINGTON**

By: _____

Senior Warden

M. Karen Haig, Rector

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