

ARTICLES OF INCORPORATION  
OF  
THE OLYMPIA FILM SOCIETY

We, the undersigned persons, acting as the incorporators of a corporation under the provision of the Washington Non-profit Corporation Act (Revised Code of Washington 24.03), adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be THE OLYMPIA FILM SOCIETY.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

~~ARTICLE III~~

PURPOSE

The purpose for which the corporation is organized is to present in a not-for-profit manner films of an educational and cultural nature which otherwise might not be shown in the Olympia area to the general public as well as to our members. It is further the purpose of the corporation to encourage discussions and other educational activities relating to cinema as may be deemed suitable by the Board of Directors.

ARTICLE IV

BY-LAWS

The regulation of the internal affairs of the corporation shall be governed by the By-Laws of The Olympia Film Society as promulgated, adopted, and amended by the duly elected Board of Directors.

1.

MILES, WAY & CALDART  
ATTORNEYS AT LAW  
10 RAINIER NATIONAL BANK BUILDING  
OLYMPIA, WASHINGTON 98501  
TELEPHONE (206) 843-7713

ARTICLE V

MEMBERSHIP

Membership in the corporation shall consist of any member of the public who pays dues of the membership and who adheres to the By-Laws of The Olympia Film Society as set by the Board of Directors. The address of the initial registered office of the corporation shall be 218 1/2 West Fourth Avenue, City of Olympia, County of Thurston, Washington. The name of the initial registered agent of the corporation at such address shall be DENNIS BLOOM.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall be ~~two~~ <sup>three</sup>. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

Dennis Bloom  
7040 Lakeside Drive S.W.  
Olympia, Washington

David Rosenfield  
5001 Sunrise Beach Drive N.W.  
Olympia, Washington 98502

Myra Sue Davis  
2005 N. Quince  
Olympia, WA 98506

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

Dennis Bloom  
7040 Lakeside Drive S.W.  
Olympia, Washington

David Rosenfield  
5001 Sunrise Beach Drive N.W.  
Olympia, Washington 98502

ARTICLE VIII

The names of the nonprofit corporation to whom net assets of the corporation are to be distributed in the event the corporation is dissolved is The Seattle Film Society.

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MILES, WAY & CALDART  
ATTORNEYS AT LAW  
10 RAINIER NATIONAL BANK BUILDING  
OLYMPIA, WASHINGTON 98501  
TELEPHONE (206) 843-7713

IN WITNESS WHEREOF, we have hereunto set our hands, this  
11 day of June, 1980.

Dennis Bloom  
DENNIS BLOOM

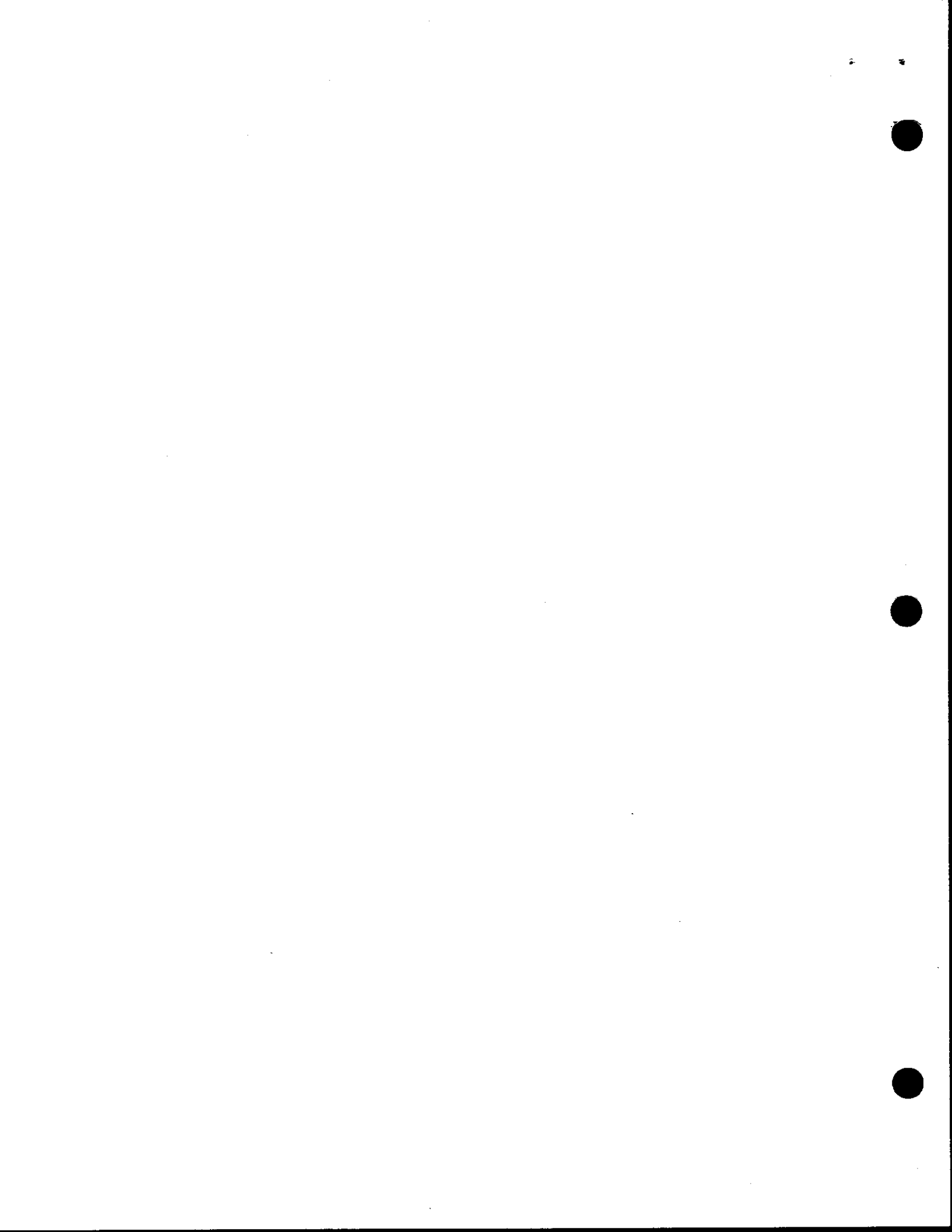
David Rosenfield  
DAVID ROSENFELD

STATE OF WASHINGTON )  
                          ) ss.  
County of Thurston )

On this day personally appeared before me, DENNIS BLOOM and DAVID ROSENFELD, to me known to be the individuals described in and who executed the foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 11 day of June, 1980.

Lucia L. Manley  
NOTARY PUBLIC in and for the State  
of Washington, residing at Olympia.





2-300686-9  
FILE NUMBER



DOMESTIC

**STATE OF WASHINGTON | DEPARTMENT OF STATE**

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO  
**ARTICLES OF INCORPORATION**

of THE OLYMPIA FILM SOCIETY

a domestic corporation of Olympia, Washington,  
(Amending Article III, IV and VIII)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of \_\_\_\_\_  
Olympia Film Society  
2182 West 4th  
Olympia, WA 98501  
NON PROFIT

Filing and recording fee \$ \_\_\_\_\_  
License to June 30, 19\_\_\_\_ \$ \_\_\_\_\_  
\_\_\_\_ Excess pages @ 25c \$ \_\_\_\_\_

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

May 14, 1981

Microfilmed, Roll No. 1576

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MAY 14 1981

SECRETARY OF STATE  
STATE OF WASHINGTON

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ARTICLES OF AMENDMENT  
of  
THE OLYMPIA FILM SOCIETY

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

The name of the Corporation is The Olympia Film Society.

The following amendments to the articles of incorporation were adopted by the members of the Corporation on November 13, 1980.

That Article III Purpose shall be amended to read as follows:

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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).

Specifically, the purpose for which the corporation is organized is to present in a not-for-profit manner films of an educational and cultural nature which otherwise might not be shown in the Olympia area; to the general public as well as to our members. It is further the purpose of the Corporation to encourage discussion and other educational activities relating to cinema as may be deemed suitable by the Board of Directors.

That Article IV By-Laws shall be amended to read as follows:

Basic to the regulation of the internal affairs of the Corporation shall be that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

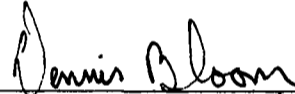
1 That Article VIII Dissolution shall be amended to read as follows:

2 Upon Dissolution of the Corporation, the Board of Directors shall,  
3 after paying or making provisions for the payment of all liabilities  
4 of the Corporation, dispose of all the assets of the Corporation  
5 exclusively for the purposes of the Corporation in such manner, or  
6 to such organizations organized and operated exclusively for charitable,  
7 educational, religious or scientific purposes as shall at the time  
8 qualify as a exempt organization under 501(c)(3) of the Internal  
9 Revenue Code of 1954 (or the corresponding provision of any future  
10 United States Internal Revenue Law) as the Board of Directors shall  
11 determine. Any such assets not so disposed of shall be disposed of  
12 by the Court of Common Pleas of Thurston County, exclusively for  
13 such purposes or to such organizations, as said Court shall determine,  
14 which are organized and operated exclusively for such purposes.

9 A quorum was present at the November 13th meeting. The total number of  
10 votes cast by the members present at such meeting or represented by proxy  
11 who were entitled to vote was eight. Of those votes, eight were in favor  
12 of the amendment.

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15 DAVID ROSENFELD, ACTING CHAIRPERSON

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17 DENNIS BLOOM, ACTING SECRETARY

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1 STATE OF WASHINGTON

2 THURSTON COUNTY

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4 The undersigned, a notary public, in and for the State set forth,

5 hereby certifies that on April 1, 19 81,

6 personally appeared before me LINDA L. MANLEY,

7 who, being by me first duly sworn, declared that he is the Chairperson of

8 the aforementioned Corporation and that he signed the foregoing document,

9 and that the statements therein contained are true.

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Linda L. Manley  
NOTARY PUBLIC

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**WHITEHOUSE & HANEMANN**  
ATTORNEYS-AT-LAW  
SUITE 521  
203 EAST FOURTH AVENUE  
OLYMPIA, WASHINGTON 98501  
(206) 357-3501