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STATE OF WASHINGTON

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**RESTATED
ARTICLES OF INCORPORATION
OF RAIN CITY SYMPHONY**

PREAMBLE and INTRODUCTION. These Restated Articles of Incorporation of Rain City Symphony correctly set forth without change the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE 1. Name. The name of the non-profit corporation is the Rain City Symphony.

ARTICLE 2. Effective Date of Incorporation. February 15, 2005.

ARTICLE 3. Term of Existence. The corporation shall be perpetual.

ARTICLE 4. Purpose for Which the Nonprofit Corporation is Organized:

- (a) Said organization 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, or corresponding section of any future federal tax code.
- (b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause thereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (c) Said organization is organized to provide classical music to the greater Seattle community.

ARTICLE 5. In the Event of a Voluntary Dissolution, the Net Assets will be Distributed as Follows. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of Snohomish County, Washington, or King County, Washington (county in which principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6. Name and Address of Washington State Registered Agent. Joel S. Summer, 2929 149th St. SE, Mill Creek, Washington 98012-5817.

ARTICLE 7. Name and Address of Each Initial Board Director.

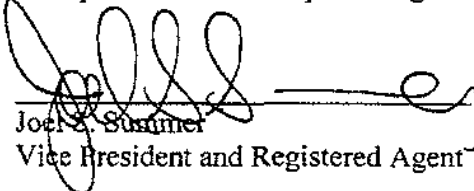
- (a) Madeline Beery, President, 1018 W. Garfield, Seattle, WA 98119.
- (b) Joel S. Summer, Vice President, 2929 149th St. SE, Mill Creek, WA 98012.
- (c) Roy Sillence, Secretary, 7508 28th Avenue NE, Seattle, WA 98115.
- (d) Trug Hua, Treasurer, 1523 NE 77th St., Seattle, WA 98115.
- (e) Teresa Metzger Howe, Musical Director and Director, 12425 68th Ave. SE, Snohomish, WA 98296.
- (f) Bruce Finlayson, Director, Publicity, 6315 22nd Ave. NE, Seattle, WA 98115.
- (g) Maria Akiyama, Director, Past President, 1251 NW 120th St., Seattle, WA 98177.
- (h) Rosemary Bell, Director, Venues, 3203 NE 104th St., Seattle, WA 98104.
- (i) Joel Guidry, Director, Music Librarian, 820 Cherry St., No. 304, Seattle, WA 98104.

ARTICLE 8. Name and Address of Each Incorporator. Joel S. Summer, 2929 149th St. SE, Mill Creek, WA 98012-5817

ARTICLE 9. Bylaws. The Board of Directors has the power to adopt, alter, amend or repeal the bylaws of the corporation.

ARTICLE 10. Amendment. The Board of Directors has the power to alter or amend these Articles of Incorporation in accordance with applicable law.

ARTICLE 11. Effective Time. The effective time of these Restated Articles of Incorporation shall be upon filing with the Secretary of State.



Joel S. Summer
Vice President and Registered Agent

Dated: September 16, 2005