

D-255832
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of NATIONAL PYGMY GOAT ASSOCIATION
a domestic corporation of Tacoma, Washington,

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
Boyle & Eller, Attorneys At Law
1535 Tacoma Avenue South
Tacoma, WA 98402
Attn: Wm. R. Boyle
NON-PROFIT

Filing and recording fee \$
License to June 30, 19 \$
Excess pages @ 25¢ \$
Microfilmed, Roll No.

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
April 23, 1976

Page

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BRUCE K. CHAPMAN
SECRETARY OF STATE

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FILED

APR 23 1976

SECRETARY OF STATE
OFFICE OF THE CLERK

ARTICLES OF INCORPORATION
OF
NATIONAL PYGMY GOAT ASSOCIATION

The undersigned, acting as incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03), adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation shall be NATIONAL PYGMY GOAT ASSOCIATION

ARTICLE II

DURATION: The duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES: The purposes for which the corporation is organized are as follows:

- A. To encourage the breeding of characteristic, purebred pygmy goats.
- B. To facilitate communication, education, and cooperation among breeders, researchers, and fanciers of pygmy goats.
- C. To establish regional affiliate clubs.
- D. To gather and disseminate practical and theoretical knowledge of the pygmy goat.
- E. To promote and popularize the breed.
- F. To provide an organizational framework to facilitate these purposes.
- G. To do everything necessary, proper, advisable, and/or practical for the accomplishment of the purposes hereinabove set forth, and to do all other things permitted by the Act, by other law, or by these Articles of Incorporation.

H. To carry out the purposes hereinabove set forth in any state territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

I. The corporation, subject to specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in (H) of this Article, shall have and exercise all the powers specified in the Act.

ARTICLE IV

POWERS: This corporation shall have such powers as are set forth in Revised Code of Washington, Sec. 24.03.040 and as the same be amended from time to time, and such other powers as are granted to nonprofit corporations in the State of Washington.

PROHIBITED ACTIVITIES: 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 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. 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) of the Internal Revenue Code of 1954 a (or the corresponding provision of any subsequent United States Internal Revenue Law).

ARTICLE V

MEMBERSHIP: Membership in the corporation shall be open to any member of the public who agrees to promote the purposes of this corporation as set forth in ARTICLE III, and shall be by election of the Board of Directors. A financial contribution to the corporation may be a requirement of membership as determined by the Board of Directors. The corporation shall not have a capital stock nor issue shares.

ARTICLE VI

BOARD OF DIRECTORS: Management of the corporation shall be vested in a Board of Fifteen Directors; the qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of directors shall be such as are prescribed by the By-laws of the corporation. The names and addresses of the persons to serve as the initial Directors of this corporation are as follows:

George A. Blanks	2702 No. Junette, Tacoma, Wa. 98407;
Ralph Bogart,	937 N.W. 36th Street, Corvallis, Or. 97330;
Bettie Coe	Rt. 2, Box 515, Roseburg, Or. 97470;
Carol Gates	4627 Snyder Lane, Santa Rosa, Ca. 95404;
Ernest J. Giovanoli M.D.,	Rt. 2, Box 276, Rhinebeck, N.Y. 12572;
Lydia Hale	15 Apple Street, Sherborn, Mass. 01770;
Alice Gay Hall	Star Rte 92334, Box 5B, San Bernadino, California 92403;
Robbee Heartel,	Rte. 65, Box 2A, Heaters, W. Va. 26627;
Irvin Ingram (D.V.M.)	3133 E. Bloomfield Road, Phoenix, Az. 85032
Kathryn Ingram (D.V.M.)	3133 E. Bloomfield Road, Phoenix, Az. 85032
James Metcalfe M.D.	5910 S.W. Hamilton, Portland, Or. 97201;
Eva Rappaport	Rt. 2, Box 62, Mommouth, Or. 97361;
Judith A. Richardson	200 Larson Road, Silver Creek, Wa. 98585;
Ann Werts	9745 Sunland Blvd., Shadow Hills, Ca. 91040
David Lincicome	Frogmoor Farm, Seven Fountains, Va. 22653;

The number of directors of the corporation shall be increased or decreased from time to time by amendment of the by-laws of the corporation; but no decrease shall have the effect of shortening the term of any incumbent Director.

ARTICLE VII

DISSOLUTION: Upon dissolution or final liquidation, the net assets of the corporation shall be distributed with the limitation that the assets distributed shall be used for the purpose of funding non-profit programs for breeding and/or goat products. In any event, the assets of the corporation shall be applied and distributed in the process of dissolution subject to specific written limitations or restrictions imposed by the act.

ARTICLE VIII

REGISTERED OFFICE & REGISTERED AGENT: The registered office of this corporation shall be 2702 North Junette Street, Tacoma, Washington 98407. The registered agent at said address is George A. Blanks.

ARTICLE IX

BY-LAWS: The authority to make by-laws for the corporation is hereby vested in the Board of Directors.

ARTICLE X

AMENDMENTS: The corporation reserves to the Board of Directors the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation.

ARTICLE XI

INCORPORATOR: The name and address of the incorporator of this corporation is:

George A. Blanks
2702 North Junette Street
Tacoma, Washington 98407

IN WITNESS WHEREOF, the party hereto has executed these Articles on April 22, 1976.

George A. Blanks
George A. Blanks

STATE OF WASHINGTON)
) ss.
COUNTY OF PIERCE)

GEORGE A. BLANKS, being first duly sworn upon oath, deposes and says:

I have read the above Articles of Incorporation, know the contents thereof, and believe the same to be true.

George A. Blanks

SUBSCRIBED AND SWORN to before me this 22 day of April, 1976.

Donna D. Erickson
NOTARY PUBLIC in and for the State of
Washington, residing at Tacoma.



STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

NATIONAL PYGMY GOAT ASSOCIATION

a Washington Non Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing registered agent/office address to Dori Lowell, 1932 149th Avenue SE, Snohomish, WA 98290

UBI Number: 601 868 778

Date: February 19, 1999



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State
2-255832-4

Val: 02/19/1999 - 210240
\$20.00 on 02/19/1999
Check - 02/18/1999 - 6082

STATE of WASHINGTON



SECRETARY of STATE

Corporations Division • 505 E. Union Avenue • P.O. Box 40234 • Olympia, WA 98504-0234 • 360/753-7115 • Fax 360/753-7115
STATE OF WASHINGTON

2-255832-4

ARTICLES OF AMENDMENT
WASHINGTON NONPROFIT CORPORATION ACT

FEB 19 1999

RALPH MUNRO
SECRETARY OF STATE

UBI #: 601868778
Phone #: (425) 334-6506

Please type or print in black ink.

1. Name currently recorded with the Office of the Secretary of State: _____

NATIONAL PYGMY GOAT ASSOCIATION

2. Amendments to the Articles of Incorporation were adopted on: 26 OCTOBER 1998

Date

3. Amendments to the Articles of Incorporation are as follows: see attached:

"4.3 INDEMNIFICATION"

Please attach additional amendments.

4. Check and complete one of the following applicable statements:

- _____ was the date of the meeting of members at which the amendment was adopted. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- The amendment was adopted by a consent in writing and signed by all members entitled to vote.
- There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held on _____

5. This application will be effective upon filing unless another date and/or time is specified:

Extended effective date may not be set at more than 30 days beyond the date the document is stamped "Filed" by the Corporations Division.

Date

Time

6. This document is hereby executed under penalties of perjury, and is, to the best of my knowledge true and correct

Rowell J. W... President 2-11-99
Signature of Officer Title Date

MAKE CHECKS PAYABLE TO THE SECRETARY OF STATE'S OFFICE.

SUBMIT THE COMPLETED FORM AND THE FEE TO THE ABOVE ADDRESS.

FEE: \$20.00

005-006 (1/97) 1999 3390 01231 002

4.3 Indemnification.

a. Scope. To the fullest extent permitted by the Act, the Corporation shall indemnify any director or officer of the Corporation made a party to a proceeding because the person is or was a director or an officer of the Corporation against liability incurred in that proceeding, provided, however, no indemnification pursuant to this provision shall indemnify any director or officer from or on account of (1) any breach of the director's or officer's duty of loyalty to the Corporation, (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (3) any unlawful distribution under Washington law, or (4) any transaction from which the director or officer derived an improper personal benefit.

b. Advancement of expenses. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or an officer who is party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by Washington law.

c. Certain definitions. For purposes of this section, the terms director, expenses, liability, officer, party and proceedings shall have the meanings given to them as defined by Washington law in effect as of the date this section becomes effective.

d. Liability of directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, provided that this section shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under Washington law. No amendment that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs before the effective date of such amendment. If the Washington State Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating the personal liability of directors, then the liability of NPGA directors shall be eliminated or limited to the full extent permitted by the Act as so amended.

Changing Registered Agent/Office to:

DORI LOWELL
1932 149TH AVE SE
SNOHOMISH WA 98290



Corporations Division • 505 E. Union Avenue • PO Box 40234 • Olympia, WA 98504-0234 • 360/753-7115 • Fax 360/664-0055

CONSENT TO SERVE AS REGISTERED AGENT

Dori M. Lowell

I, _____ hereby consent to serve as Registered Agent in the state of Washington. for to following:

National Pygmy Goat Assoc. Inc.
(enter the name of the corporation or limited partnership)

I understand that as agent it will be my responsibility to receive service of process: to forward all mail, and to immediately notify the Office of the Secretary of State In the event of my resignation. or of any changes in the Registered Office address.

2-18-99
(Date)

Dori M Lowell
(Signature of Agent)

*Dori Lowell
1932 149th Ave SE
Snohomish WA 98290
425-334-6506*



STATE OF WASHINGTON
SECRETARY OF STATE

This Box For Office Use Only

Washington Nonprofit Corporation

See attached detailed instructions

Standard Filing Fee \$20.00

Filing Fee with Expedited Service \$70.00

UBI Number: 601 868 778

ARTICLES OF AMENDMENT

Chapter 24.03 RCW

SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)

NATIONAL PYGMY GOAT ASSOCIATION

SECTION 2

ARTICLES OF AMENDMENT WERE ADOPTED BY: (please check and complete one of the following)

- The amendment was adopted by a meeting of members held: (Date) _____
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- The amendment was adopted by a consent in writing and signed by all members entitled to vote.
- There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) January 12, 2013

SECTION 3

AMENDMENTS TO ARTICLES ON FILE: (if necessary, attach additional information)

1. Amend Article IX - Authority to make Bylaws (see attachment)
2. Rescind a portion of Amendment filed 2/19/99 (see attachment)

SECTION 4

EFFECTIVE DATE OF ARTICLES OF AMENDMENT: (please check one of the following)

- Upon filing by the Secretary of State
- Specific Date: _____ (Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)

SECTION 5

SIGNATURE: (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X _____

Signature

Printed Name and Title

Date

Phone

ATTACHMENT TO ARTICLES OF AMENDMENT
NATIONAL PYGMY GOAT ASSOCIATION, UBI #601868778

1. Amend original Articles of Incorporation, ARTICLE IX BYLAWS, to read:

BYLAWS: The authority to make by-laws for the corporation is hereby vested in either the membership or the Board of Directors.

2. Rescind the “4.3 Indemnification” portion of the Articles of Amendment filed on 2/19/99. The remainder of that amendment dealing with “Changing Registered Agent/Office Address” remains in effect.

Both of these amendments to the Articles of Incorporation were unanimously approved by the Board of Directors on January 12, 2013.

Signature of Officer