



RESTATED ARTICLES OF INCORPORATION

Pursuant to RCW 24.03.183, Maryhill Museum of Art, a Washington nonprofit corporation, submits the following Restated Articles of Incorporation, which correctly set forth the provisions of the Articles of Incorporation as heretofore amended. The Restated Articles of Incorporation were duly approved by the members at a duly called meeting of the members and supersede the original Articles of Incorporation and all amendments thereto.

I

The name of the corporation shall be the Maryhill Museum of Art.

II

The period of duration of the corporation shall be perpetual.

III

The purposes for which the corporation is organized are educational, cultural and literary, with the right to establish and maintain a museum of the arts, a library, and all other facilities as may be deemed necessary or convenient in connection therewith or as may be authorized by law.

IV

Membership in the corporation shall be governed by the Corporate Bylaws. The affairs of the corporation shall be managed by the Board of Trustees who shall appoint such officers as may be deemed necessary, to serve at the will of the Board of Trustees. "Board of Trustees" is intended to have the same meaning as "Board of Directors" as used and defined within the Washington Nonprofit Corporation Act, RCW 24.03.

V

The registered agent of the corporation shall be Maryhill Museum of Art. The location of the registered agent and registered office of the corporation in the State of Washington is 35 Maryhill Museum Drive, Goldendale, Washington 98620.

VI

The number of Trustees shall be not less than nine in number; change in the number of Trustees may be effected by amendment to the bylaws, but no such change shall be effected prior to the annual meeting of May, 1981. In accordance with the wishes of Sam Hill, a majority of the Board of Trustees must be residents of the State of Washington.

VII

A. The corporation shall have no capital stock and no part of its net earnings shall inure to the benefit of any Trustee, officer, or member of the corporation, or any private individual.

B. No member, Trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Trustees for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of Section 501(c)(3) and other applicable sections of the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code as now stated, or as it may hereafter be amended.

MARYHILL MUSEUM OF ART

By: _____
Its: _____