

RESTATED ARTICLES OF INCORPORATION
OF
CLARK COUNTY ASSOCIATION OF REALTORS
a Washington Nonprofit Corporation

1. In accordance with the Washington Nonprofit Corporation Act (the “**Act**”), the undersigned officer of Clark County Association of Realtors® (the “**Corporation**”) hereby executes these Restated Articles of Incorporation pursuant to RCW 24.03.183.

2. These Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation filed December 5, 1952 and all amendments thereto, and correctly set forth without change the provisions of the Articles of Incorporation of the Corporation as amended by affirmative vote of two-thirds (2/3) of the members of the Corporation entitled to vote upon the matter and present at a meeting of the members held on June 26, 2008, at which a quorum of members was present.

3. The Articles of Incorporation of the Corporation are hereby restated in their entirety as follows:

ARTICLE I
Name

The name of the Corporation is CLARK COUNTY ASSOCIATION OF REALTORS®.

ARTICLE II
Duration

The period of duration of the Corporation is perpetual.

ARTICLE III
Purposes and Powers

3.1 Purposes. The Corporation is organized exclusively as a nonprofit organization qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986, as it now exists or is hereafter amended (the “**Code**”). In accordance with its purposes, the objectives of the Corporation are:

3.1.1 To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.

3.1.2 To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.

3.1.3 To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

3.1.4 To further the interests of home and other real property ownership.

3.1.5 To unite those engaged in the real estate profession in the community with the WASHINGTON REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

3.1.6 To designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

3.2 Powers. The Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out, or in furtherance of its purposes and objectives described in Section 3.1 which are consistent with these Restated Articles of Incorporation, the Act, and Section 501(c)(6) of the Code.

ARTICLE IV **501(c)(6) Operation**

4.1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons.

4.2 This Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(6) of the Code.

ARTICLE V **Members**

The Corporation shall have seven (7) classes of members. The conditions and rights of each class of membership shall be stated in the Bylaws of the Corporation as amended from time to time, which may include, without limitation, any provision not inconsistent with these Restated Articles of Incorporation or the Act.

ARTICLE VI
Board of Directors

The management of the Corporation shall be vested in its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) directors. The precise number and method of selecting directors shall be fixed by the Bylaws of the Corporation. A decrease in the number of directors shall not shorten an incumbent director's term. The current directors of the Corporation are:

LINDA NIELSEN	JACKIE HATFIELD
SHARON ADAMS	TERRY WOLLAM
RANDY HUNZEKER	SALLY HASKIN
LINDA MCCLELLAN	LARRY GARCIA
RANDY WARNEKE	KEVIN RATLIFF
MADELEINE LORENTZ-GARDENER	NOAH BLANTON
DAVID BAKER	BRIAN GERST
DENNIS ROBERTS	

ARTICLE VII
Limitation of Director and Officer Liability

7.1 Limitation. No director or officer of the Corporation shall be liable to the Corporation for monetary damages for conduct as a director or officer except for liability for acts or omissions that involve intentional misconduct or a knowing violation of law by the director or officer or for any transaction from which the director or officer will personally receive a benefit in money, property, or services, to which the director or officer is not legally entitled. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of the directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

7.2 Effective date of Article. This Article shall not eliminate or limit the liability of any officer or director for any act or omission occurring before its effective date, which shall be the date of filing of these Restated Articles of Amendment with the Secretary of State of the State of Washington. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

ARTICLE VIII

Indemnification

8.1 Indemnification. Upon written request, the Corporation shall indemnify, defend, and hold harmless each current and former director and officer of the Corporation and their heirs, executors, and representatives (each referred to hereafter as an “**Indemnitee**”) from any and all damages, loss, liability, or expenses reasonably incurred by or imposed upon an Indemnitee in connection with or resulting from any action, suit, proceeding, or claim against the Indemnitee arising out of the service of an Indemnitee as an officer or director of the Corporation; provided that the Indemnitee acted in good faith, in a manner reasonably believed to be within the scope of his or her authority, and in the best interests of the Corporation, and in the case of a criminal proceeding, without reasonable cause to believe the action was unlawful. Any such indemnification shall be in addition to any other right to which the Indemnitee may be entitled.

8.2 Limitations on Indemnification.

8.2.1 Impermissible Acts. The Corporation shall not indemnify an Indemnitee for any act or failure to act which constitutes intentional misconduct or a knowing violation of the law, or which is related to a transaction with respect to which an Indemnitee personally received a benefit to which he or she was not otherwise legally entitled.

8.2.2 Financial Ability of the Corporation. The Corporation’s indemnification obligations hereunder shall be carried out to the best of the Corporation’s financial ability; provided, however, the Corporation is not required to retain reserves for indemnification purposes and no Indemnitee shall be entitled to a payment, if after giving effect to such payment, the Corporation would not be able to pay its liabilities incurred through the date of Indemnitee’s written indemnification request to the Corporation.

8.2.3 Concurrent Indemnification. Indemnification pursuant to this Article shall be reduced by the amount of any other indemnification or reimbursement received by the Indemnitee related to the liability or expense for which indemnification is claimed.

8.3 Advances. Expenses incurred with respect to any claim, action, suit, or other proceeding may be advanced by the Corporation prior to a final disposition upon the receipt of an undertaking by or on behalf of the recipient to repay such amount if it is ultimately determined that the Indemnitee is not entitled to indemnification under this Article.

ARTICLE IX
Amendment to Articles of Incorporation

9.1 These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation by the members entitled to vote upon the matter; provided however that the Board of Directors may, at any annual, regular, or special meeting of the Board of Directors at which a quorum is present, adopt by majority vote any amendments to the Articles of Incorporation which are mandated by NATIONAL ASSOCIATION OF REALTORS[®] policy.

9.2 Notwithstanding the foregoing, no amendment shall be valid if such amendment would result in Articles impermissible for an organization exempt from federal income taxation under Section 501(c)(6) of the Code.

ARTICLE X
Bylaws

The internal affairs of the Corporation shall be regulated by its Bylaws. The Bylaws may be amended as provided in the Bylaws of the Corporation by the members entitled to vote upon the matter; provided however that the Board of Directors may, at any annual, regular, or special meeting of the Board of Directors at which a quorum is present, adopt by majority vote amendments to the Articles of Incorporation which are mandated by NATIONAL ASSOCIATION OF REALTORS[®] policy.

ARTICLE XI
Dissolution

11.1 Dissolution. The Corporation shall be dissolved and its affairs wound up upon the majority vote of directors of the Corporation then in office at any annual meeting of the Board of Directors, or any special meeting of the Board of Directors called for such purpose in accordance with the Bylaws or by unanimous written consent of the Directors.

11.2 Distribution of Assets. Upon the winding up and dissolution of the Corporation, all of the assets of the Corporation remaining after providing for the payment of all obligations shall be distributed to the WASHINGTON REALTORS[®] or, within the discretion of the Board of Directors, to any other non-profit tax-exempt organization. Any assets of the Corporation not so disposed of shall be disposed of by the Superior Court of Clark County, Washington, exclusively for tax exempt purposes within the meaning of Section 501(c)(6) of the Code.

ARTICLE XII
Registered Agent and Office

The street address of the Corporation's registered office and the name of its registered agent at that address is:

David "Sandy" Hendrick, RCE
1514 Broadway Street, Suite 102
Vancouver, WA 98663

ARTICLE XIII
Name and Address of Incorporator

The name and address of the officer of the Corporation executing these Restated Articles of Incorporation and acting as Incorporator thereby is: Linda Nielsen, President, 1514 Broadway Street, Suite 102, Vancouver, WA 98663.

EXECUTED this _____ day of _____, 2008.

Clark County Board of Realtors,
a Washington nonprofit corporation

By: _____
Linda Nielsen, President

Person to contact about this filing: Carrie M. Wood
Daytime phone number: 360-696-3312