



02-07-2001



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of Conveying Party(ies):

Experience Music Project
2901 Third Avenue, Suite 400
Seattle, Washington 98121

Type of Entity:

Individual(s) Association
General Partnership Limited Partnership
x Corporation- Washington State
Other

2. Name and Address of Receiving Party(ies):

Name: Experience Learning Community
Internal Address:
Street Address: 2901 Third Avenue, Suite 400
City: Seattle State: WA Zip 98121

Type of Entity:

Individual(s) Citizenship
Association
General Partnership
Limited Partnership
Corporation-State
x Other A Washington non-profit corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO

(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? YES x NO

3. Nature of Conveyance:

Assignment Merger
Security Agreement x Change of Name
Other

Execution Date: December 11, 2000

4. Application number(s) or registration number(s):

A. Trademark Application Number(s):

Please see attached listing

B. Trademark Registration No.(s):

Please see attached listing
76130140

Additional numbers attached? x YES NO

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Nancy V. Stephens
Internal Address: Foster Pepper & Shefelman PLLC
1111 Third Avenue, Suite 3400
Seattle, Washington 98101

6. Total number of applications and registrations involved:

92

7. Total fee (37 CFR 3.41):

\$ 2,315

x Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

Any deficiency only: 06-1629

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Nancy V. Stephens
Name of Person Signing

[Signature]

Signature

Date

1/25/01

02/06/2001 07:04:11 AM
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**SCHEDULE "A"**  
**EXPERIENCE MUSIC PROJECT CHANGE OF NAME**  
**TRANSFER OF OWNERSHIP TO EXPERIENCE LEARNING COMMUNITY**

**EMPSTORE EXPERIENCE MUSIC PROJECT**      Stylized Letters  
INTL CLASS: 35 (Advertising & Business Services)  
SERIAL NO.: 76-130,140

**EMPLIVE.COM**  
INTL CLASS: 14 (Jewelry)  
SERIAL NO.: 76-096,293

**EMPLIVE.COM**  
INTL CLASS: 16 (Paper Goods & Printed Matter)  
SERIAL NO.: 76-096,292

**EMPLIVE.COM**  
INTL CLASS: 18 (Leather Goods)  
SERIAL NO.: 76-096,291

**EMPLIVE.COM**  
INTL CLASS: 9 (Electrical & Scientific Apparatus)  
SERIAL NO.: 76-096,290

**EMPLIVE.COM**  
INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 76-096,289

**EMPLIVE.COM**  
INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 76-096,288

**EMPLIVE.COM**  
INTL CLASS: 25 (Clothing)  
SERIAL NO.: 76-096,287

**EMPLIVE.COM**  
INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 76-096,286

**EMPLIVE. COM**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 76-096,285

**EMPLIVE. COM**

INTL CLASS: 35 (Advertising & Business Services)  
SERIAL NO.: 76-096,284

**EMPLIVE.COM**

INTL CLASS: 35 (Advertising & Business Services)  
SERIAL NO.: 76-096,283

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 25 (Clothing)  
SERIAL NO.: 76-089,678

**TURNTABLE** and Design

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 76-085,330

**TURNTABLE**

INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 76-084,686

**TURNTABLE** and Design

INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 76-084,685

**LIQUID LOUNGE** Stylized Letters

INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 76-084,684

**TURNTABLE**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 76-084,683

**LIQUID LOUNGE**            Stylized Letters  
INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 76-084,681

**EMP LIQUID LOUNGE**  
INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 76-013,323

**EMP LIQUID LOUNGE**  
INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 76-013,322

**ARTIST'S JOURNEY**        Stylized Letters  
INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 76-009,480

**ELECTRIC BUS**  
INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 76-001,399

**ELECTRIC BUS**  
INTL CLASS: 16 (Paper Goods & Printed Matter)  
SERIAL NO.: 76-000,852

**ELECTRIC BUS**  
INTL CLASS: 9 (Electrical & Scientific Apparatus)  
SERIAL NO.: 76-000,851

**ELECTRIC BUS**  
INTL CLASS: 25 (Clothing)  
SERIAL NO.: 76-000,850

**ELECTRIC BUS**  
INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 76-000,677

**ELECTRIC BUS**  
INTL CLASS: 35 (Advertising & Business Services)  
SERIAL NO.: 76-000,676

**ELECTRIC BUS**

INTL CLASS: 38 (Communications Services)  
SERIAL NO.: 76-000,675

**RIDE THE MUSIC**

INTL CLASS: 16 (Paper Goods & Printed Matter)  
SERIAL NO.: 75-913,050

**RIDE THE MUSIC**

INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 75-912,920

**RIDE THE MUSIC**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-912,919

**RIDE THE MUSIC**

INTL CLASS: 35 (Advertising & Business Services)  
SERIAL NO.: 75-912,918

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 35 (Advertising & Business Services)  
SERIAL NO.: 75-763,725

**EMP**

INTL CLASS: 18 (Leather Goods)  
SERIAL NO.: 75-744,528

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 15 (Musical Instruments)  
SERIAL NO.: 75-682,933

**EMP**

INTL CLASS: 15 (Musical Instruments)  
SERIAL NO.: 75-682,932

**EMP**

and Design  
INTL CLASS: 15 (Musical Instruments)  
SERIAL NO.: 75-682,566

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 9 (Electrical & Scientific Apparatus)  
SERIAL NO.: 75-679,445

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 28 (Toys & Sporting Goods)  
SERIAL NO.: 75-679,444

**EAC!** and Design

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-652,816  
REG. NO.: 2,326,219

**EAC!** and Design

INTL CLASS: 25 (Clothing)  
SERIAL NO.: 75-652,815

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-651,572

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 21 (Housewares & Glass)  
SERIAL NO.: 75-647,379

**EMP**

INTL CLASS: 21 (Housewares & Glass)  
SERIAL NO.: 75-647,011

**EMP**

INTL CLASS: 14 (Jewelry)  
SERIAL NO.: 75-604,687

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 18 (Leather Goods)  
SERIAL NO.: 75-593,010

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 14 (Jewelry)  
SERIAL NO.: 75-593,009

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 25 (Clothing)  
SERIAL NO.: 75-593,004

**EMP** and Design

INTL CLASS: 14 (Jewelry)  
SERIAL NO.: 75-505,711

**EMP** and Design

INTL CLASS: 21 (Housewares & Glass)  
SERIAL NO.: 75-505,535

**EMP** and Design

INTL CLASS: 9 (Electrical & Scientific Apparatus)  
SERIAL NO.: 75-505,533

**EMP** and Design

INTL CLASS: 28 (Toys & Sporting Goods)  
SERIAL NO.: 75-505,530

**EMP** and Design

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-505,529

**EMP** and Design

INTL CLASS: 25 (Clothing)  
SERIAL NO.: 75-505,504

**EMP** and Design

INTL CLASS: 18 (Leather Goods)  
SERIAL NO.: 75-505,503

**EMP** and Design  
INTL CLASS: 35 (Advertising & Business Services)  
SERIAL NO.: 75-505,502

**EMP** and Design  
INTL CLASS: 38 (Communications Services)  
42 (Miscellaneous Service Marks)  
SERIAL NO.: 75-505,501

**EMP** and Design  
INTL CLASS: 16 (Paper Goods & Printed Matter)  
SERIAL NO.: 75-505,061

**EXPERIENCE ARTS CAMP**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-444,243  
REG. NO.: 2,362,870

**ARTIST'S JOURNEY**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-441,843

**BLUES BLAST**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-432,769

**EXPERIENCE BLAST**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-432,768

**ROCK BLAST**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-432,767

**ARTIST BLAST**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-432,648



**MUSIC BLAST**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-432,643

**FUNK BLAST**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-432,642

**TECHNO BLAST**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 75-432,641

**EMP**

INTL CLASS: 21 (Housewares & Glass)  
SERIAL NO.: 74-689,880  
REG. NO.: 2,253,885

**EMP**

INTL CLASS: 25 (Clothing)  
SERIAL NO.: 74-669,017

**EMP**

INTL CLASS: 16 (Paper Goods & Printed Matter)  
SERIAL NO.: 74-669,013

**EMP**

INTL CLASS: 9 (Electrical & Scientific Apparatus)  
SERIAL NO.: 74-669,012

**EMP**

INTL CLASS: 35 (Advertising & Business Services)  
SERIAL NO.: 74-650,235

**EMP**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 74-650,215

**EMP EXPERIENCE MUSIC PROJECT** and Design  
INTL CLASS: 41 (Education & Entertainment Services)  
42 (Miscellaneous Service Marks)  
SERIAL NO.: 74-650,069

**EMP EXPERIENCE MUSIC PROJECT** and Design  
INTL CLASS: 28 (Toys & Sporting Goods)  
SERIAL NO.: 74-650,033

**EMP**  
INTL CLASS: 41 (Education & Entertainment Services)  
42 (Miscellaneous Service Marks)  
SERIAL NO.: 74-650,006

**EMP EXPERIENCE MUSIC PROJECT** and Design  
INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 74-650,004

**EMP**  
INTL CLASS: 14 (Jewelry)  
SERIAL NO.: 74-649,995  
REG. NO.: 2,235,980

**EMP**  
INTL CLASS: 18 (Leather Goods)  
SERIAL NO.: 74-649,993  
REG. NO.: 2,285,706

**EMP**  
INTL CLASS: 28 (Toys & Sporting Goods)  
SERIAL NO.: 74-649,983

**EMP EXPERIENCE MUSIC PROJECT** and Design  
INTL CLASS: 9 (Electrical & Scientific Apparatus)  
SERIAL NO.: 74-649,980

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 9 (Electrical & Scientific Apparatus)  
SERIAL NO.: 74-629,900  
REG. NO.: 2,101,846

**FEEDBACK**

INTL CLASS: 16 (Paper Goods & Printed Matter)  
SERIAL NO.: 74-629,899  
REG. NO.: 2,072,289

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 25 (Clothing)  
SERIAL NO.: 74-629,898  
REG. NO.: 2,263,320

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 16 (Paper Goods & Printed Matter)  
SERIAL NO.: 74-629,325  
REG. NO.: 2,111,012

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 42 (Miscellaneous Service Marks)  
SERIAL NO.: 74-629,321  
REG. NO.: 2,289,131

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 41 (Education & Entertainment Services)  
SERIAL NO.: 74-629,320  
REG. NO.: 2,067,610

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 21 (Housewares & Glass)  
SERIAL NO.: 74-629,319  
REG. NO.: 2,326,952

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 14 (Jewelry)  
SERIAL NO.: 74-629,315  
REG. NO.: 2,234,485

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 18 (Leather Goods)

SERIAL NO.: 74-629,314

REG. NO.: 2,244,796

**EXPERIENCE MUSIC PROJECT**

INTL CLASS: 35 (Advertising & Business Services)

SERIAL NO.: 74-629,312

REG. NO.: 2,162,315

# STATE of WASHINGTON



## SECRETARY of STATE

*I, SAM REED, Secretary of State of the State of Washington and custodian of its seal,*

hereby certify by this certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

**EXPERIENCE MUSIC PROJECT**

Changing name to  
EXPERIENCE LEARNING COMMUNITY

as filed in this office on December 11, 2000.



Date: January 23, 2001

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

*sm*  
  
Sam Reed, Secretary of State

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
EXPERIENCE MUSIC PROJECT**

FILED  
STATE OF WASHINGTON

**DEC 11 2000**

RALPH MUNRO  
SECRETARY OF STATE



Pursuant to the provisions of Revised Code of Washington 24.03.170 of the Washington Nonprofit Corporation Act, **EXPERIENCE MUSIC PROJECT**, a Washington nonprofit corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is **EXPERIENCE MUSIC PROJECT**.

**SECOND:** The amendments adopted to the Articles of Incorporation are as follows:

1. Article I, **NAME**, is amended to read in its entirety as follows:

**ARTICLE I - NAME**

The name of this corporation is:

**EXPERIENCE LEARNING COMMUNITY**

2. Article III, **PURPOSES**, is amended to read in its entirety as follows:

**ARTICLE III - PURPOSES**

The corporation is organized exclusively for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (the "Code"), including but not limited to the establishment of a museum and other facilities and programs for educational purposes.

3. A new Article V entitled **PRIVATE FOUNDATION** is added to read in its entirety as follows:

**ARTICLE V - PRIVATE FOUNDATION**

For so long as the corporation is classified as a "private foundation" under Section 509(a) of the Code, the following provisions shall apply in the management of its affairs. If at any time the corporation is no longer classified as a "private foundation" under Section 509(a) of the Code, then the following provision shall not apply or be effective.

A. Each year this corporation shall distribute its income, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section

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4942 of the Code, unless the corporation qualifies as a "private operating foundation":

B. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code:

C. This corporation shall not retain, sell, exchange, distribute or otherwise dispose of any "excess business holdings" (as defined in Section 4943(c) of the Code) in a way that would give rise to any liability for the tax imposed by Section 4943(a) of the Code:

D. This corporation shall not make any investments that would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and that would, therefore, give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

E. This corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

4. Article V, **BYLAWS**, is re-designated Article VI and is amended to read in its entirety as follows:

#### **ARTICLE VI - BYLAWS**

Except as provided in these Articles of Incorporation, provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws of the corporation.

5. Article VI, **DISTRIBUTIONS UPON DISSOLUTION**, is re-designated Article VII and is amended to read in its entirety as follows:

#### **ARTICLE VII - DISTRIBUTIONS UPON DISSOLUTION**

No director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon dissolution or winding up of the corporation, after paying or making adequate provision for payment of all of the liabilities, all remaining assets of the corporation shall be distributed by the board of directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for charitable, educational, religious, scientific or literary purposes, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of King County, Washington to such organization or organizations as

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the Superior Court of King County shall determine to be organized and operated for purposes similar to that of the corporation. Provided, however, notwithstanding the foregoing, if the corporation is classified as a private foundation as defined in Section 509 of the Code, and if its status as a private foundation is terminated pursuant to Section 507(a) of the Code, and Sections 507(b) and 507(g)(2) of the Code are inapplicable, all the net assets of the corporation shall be distributed to one or more organizations selected by the board of directors and described in Section 170(b)(1)(A) of the Code (other than clauses (vii) and (viii) thereof) each of which has been in existence and so described for a continuous period of at least sixty calendar months; however, this provision shall only apply if the Secretary of the Department of the Treasury of the United States of America abates any tax imposed on the corporation by reason of Section 507(c) of the Code pursuant to the abatement authority granted him by Section 507(g) of the Code.

6. Article VIII, **INITIAL DIRECTORS**, is re-titled **DIRECTORS** and is amended to read in its entirety as follows:

#### **ARTICLE VIII - DIRECTORS**

The board of directors shall consist of eight (8) directors. There shall be three classes of directors, consisting of two (2) Founding Directors, two (2) Associate Directors, and four (4) Civic Directors. The number of directors within each Class may be increased or decreased only by an amendment to the Articles of Incorporation of the corporation.

##### **A. Founding Directors.**

1. There shall be two (2) Founding Directors, designated as Founding Director-1 and Founding Director-2. Paul G. Allen shall be the initial Founding Director-1 and Jo Allen Patton shall be the initial Founding Director-2.

2. Each Founding Director shall serve a perpetual term until such Director dies, becomes incapacitated or resigns. Each Founding Director may designate in writing (including in a will or other instrument which is effective upon the Director's death) a successor to take his or her position upon death, disability, or resignation. In the event a Founding Director dies, becomes incapacitated or resigns without having designated a successor, then the remaining Founding Director, if any, shall appoint a successor. In the event there is no remaining Founding Director, then the Associate Directors shall appoint successor Founding Directors (and they may appoint themselves). A successor Founding Director shall have all of the same rights and responsibilities as the predecessor Founding Director.

3. Each Founding Director may designate in writing an alternate to act on his or her behalf at board meetings that the designating Founding Director does not attend, with the same rights and responsibilities which the designating Founding Director would have at such meeting. In addition, an alternate designated



by a Founding Director may participate in any action in lieu of a meeting in the same manner and with the same rights and responsibilities which the designating Founding Director may participate. An alternate may waive the requirement of notice of any meeting to the same extent as the designating Founding Director.

B. Associate Directors.

1. There shall be two (2) Associate Directors, designated as Associate Director-1 and Associate Director-2. The Associate Director-1 and the Associate Director-2 shall be elected by the Founding Director-1 and Founding Director-2, respectively.

2. Each Associate Director shall serve a two-year term after the initial term. The initial term of the initial Associate Director-1 shall expire on June 30, 2002, or such later date as his or her successor shall be elected. The initial term of the initial Associate Director-2 shall expire on June 30, 2003, or such later date as his or her successor shall be elected.

3. It is contemplated that the Associate Directors each have a background in accounting, business, and/or law.

4. Either Associate Director may be removed at any time, but only by a vote of at least two-thirds of all other Directors including the Founding Director who is empowered to elect such Associate Director.

C. Civic Directors.

1. There shall be four (4) Civic Directors, designated as Civic Director-1, Civic Director-2, Civic Director-3 and Civic Director-4. The Civic Directors shall be elected by a simple majority of the Founding Directors, Associate Directors and the two other Civic Directors whose terms are not co-terminus with the Civic Director(s) being elected (i.e., Civic Directors-1 and -2 may vote for Civic Directors-3 and -4, and vice versa).

2. Each Civic Director shall serve a two-year term after the initial term. The initial terms of the initial Civic Director-1 and Civic Director-2 shall expire on June 30, 2002, or such later date as their successors shall be elected. The initial terms of the initial Civic Director-3 and Civic Director-4 shall expire on June 30, 2003, or such later date as their successors shall be elected.

3. It is contemplated that the Civic Directors each have a background in one or more of the following areas: technology, business, government, music, the arts, science, education, and/or museums.

4. Any Civic Director may be removed at any time, but only by a vote of at least two-thirds of all other Directors.

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7. Article IX, **LIMITATION OF DIRECTOR LIABILITY**, is amended to read in its entirety as follows:

#### **ARTICLE IX - LIMITATION OF DIRECTOR LIABILITY**

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), a director of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act or the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act and the Washington Business Corporation Act, as amended, without any requirement of further action by the directors.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

8. Article X, **INDEMNIFICATION**, is amended to read in its entirety as follows:

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any director of the corporation who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the corporation shall only indemnify a director seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the corporation may indemnify an officer, employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the corporation.

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The Board of Directors of the corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director, who is involved in any capacity in a proceeding by reason of the position held in the corporation, shall be advanced by the corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended, unless and until it is determined that such person is not entitled to be indemnified. Reasonable expenses incurred by an officer, employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the corporation may be, but is not required to be, advanced by the corporation prior to the final disposition of such proceeding up to the full extent allowed by applicable law, as presently in effect and as hereafter amended, unless and until it is determined that such person is not entitled to be indemnified. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the corporation to repay all amounts advanced by the corporation in the event that it is later determined that such person is not entitled to be indemnified.

The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation or is serving at the request or consent of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the corporation may enter into contracts with any director, officer, employee or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by or pursuant to this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by or pursuant to this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred by or pursuant to this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles of Incorporation, the bylaws of the corporation, a vote of the Board of Directors of the corporation, or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the corporation to indemnify, to pay expenses in advance of

final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the corporation to lose its tax exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article shall adversely affect any right of any director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

9. Article XI. **Incorporator**, is deleted in its entirety.

**THIRD:** The Founding Directors described in Amended Article VIII(A) are currently directors of the corporation. The initial Associate Directors and initial Civic Directors contemplated in Amended Article VIII(B) and VIII(C) have been elected by the directors serving immediately prior to the effectiveness of this Amendment, and each of the prior-serving directors who does not become a Founding Director, an Associate Director or a Civic Director has resigned as a director effective upon the effectiveness of this Amendment.

**FOURTH:** The corporation has no members.

**FIFTH:** The foregoing amendments to the Articles of Incorporation were approved and adopted by unanimous consent of the Board of Directors on the 8<sup>th</sup> day of December, 2000.

EXECUTED this 8<sup>th</sup> day of December, 2000.

EXPERIENCE MUSIC PROJECT

By: 

Jo Allen Patton, President