

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM329422

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Boeing Employees' Credit Union		02/21/2014	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Boeing Employees' Credit Union		
Street Address:	P.O. Box 97050		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98124-9750		
Entity Type:	Nonprofit Corporation: WASHINGTON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2919958		
CORRESPONDENCE DATA			
Fax Number:	2062240779		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	206.682.8100		
Email:	efiling@cojk.com		
Correspondent Name:	Everett E. Fruehling, Esq.		
Address Line 1:	1201 Third Avenue, Suite 3600		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	BECU-2-29366		
NAME OF SUBMITTER:	Everett E. Fruehling, Attorney of Record		
SIGNATURE:	/Everett E. Fruehling/		
DATE SIGNED:	01/20/2015		
Total Attachments: 4			
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OP \$40.00 2919958

FILED
FEB 24 2014
WA SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BOEING EMPLOYEES' CREDIT UNION

ARTICLE 1

Name

The name of the Credit Union is **BOEING EMPLOYEES' CREDIT UNION**.

ARTICLE 2

Location

The corporate offices of the Credit Union shall be located in King County, Washington.

ARTICLE 3

Organization and Purpose

The Credit Union is a cooperative society organized under Chapter 31.12 RCW as a nonprofit corporation. The purpose of the Credit Union is to engage in the business of a credit union and any other lawful activities permitted to a credit union by applicable law. The duration of the Credit Union shall be perpetual.

ARTICLE 4

Board of Directors

The number of directors shall not be less than five nor more than fifteen. Subject to the foregoing, the number and election of directors of the Credit Union shall be determined in the manner provided by the bylaws of the Credit Union, as may be amended from time to time (the "Bylaws"). As of the date hereof, the current directors are: Michael K. Sweeney, Brian Abeel, Michelle Eten, Porsche Everson, Desiree A. Serr, Denis Farmer, Robin L. Krueger, Roger W. Mauldin, Jagdish (Jim) Wadhvani, David Yonce, William Longbrake, and Debra Somberg.

ARTICLE 5

Incorporators

The incorporators of the Credit Union as set forth in the original Articles of Incorporation filed December 7, 1935, were listed as Helen L. Whyte, Berger Anderson, Elmer Eggleston, Ray Milton, Robert G. Nohl, James W. Kingston and Robert L. Early.

ARTICLE 6

Par Value of Shares

The Credit Union's board of directors shall have authority to set the par value of shares of the Credit Union. Currently, the par value of each share is set at \$5.00.

ARTICLE 7

Limitation of Liability

To the full extent permitted by applicable law, no director, board officer, board committee member, supervisory (or audit) committee member, or corporate officer of the Credit Union shall be personally liable to the Credit Union or others. If applicable law is amended in the future to further eliminate or limit personal liability of such persons, then these Articles shall be read to eliminate or limit the liability of such persons to the full extent permitted by applicable law, as so amended, without any requirement of further action.

Any repeal or modification of this Article shall not adversely affect any right of any individual who is or was a director, board officer, board committee member, supervisory (or audit) committee member, or corporate officer of the Credit Union which existed at the time of such repeal or modification.

ARTICLE 8

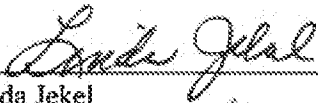
Indemnification

The Credit Union shall indemnify any person made a party to a proceeding because that person is or was a director, board officer, board committee member, supervisory (or audit) committee member, or corporate officer of the Credit Union, against all liabilities and reasonable expenses incurred by such person in connection with the proceeding, and shall advance or reimburse the reasonable expenses incurred by such person in advance of final disposition of the proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550 of the Washington Business Corporation Act, or any other limitation which may hereafter be enacted, to the extent such limitations may be disregarded if authorized by the Articles of Incorporation, and may indemnify, advance, and reimburse others, to the full extent permitted by applicable law; however, the specifics of such indemnification shall be set forth in greater detail in the

Bylaws, and/or in separate agreements as may be entered into between the Credit Union and such persons, and in the event of any conflict between these Articles and the Bylaws, the Bylaws shall control.

Any repeal or modification of this Article shall not adversely affect any right of any individual who is or was a director, board officer, board committee member, supervisory (or audit) committee member, or corporate officer of the Credit Union which existed at the time of such repeal or modification.

Approved for Filing:



Linda Jekel
Assistant Director, Division of Credit Unions
Department of Financial Institutions

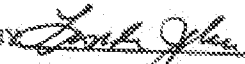
2/21/2014

Date

APPROVED

FEB 21 2014

DIVISION OF CREDIT UNIONS

BY 

TRADEMARK

REEL: 005443 FRAME: 0548

**CERTIFICATE OF ADOPTION OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BOEING EMPLOYEES' CREDIT UNION**

Pursuant to the provisions of RCW 31.12.105 of the Washington State Credit Union Act, The Boeing Employees' Credit Union (the "Credit Union") hereby certifies that the attached Amended and Restated Articles of Incorporation of the Credit Union were approved at a duly held and constituted meeting of the Board of Directors of the Credit Union on November 20, 2013, to take effect upon filing of the Amended and Restated Articles of Incorporation with the Washington Secretary of State.

Among other amendments, the attached Amended and Restated Articles of Incorporation change the name of the Credit Union to Boeing Employees' Credit Union.

This Certificate of Adoption is dated this 4th day of December, 2013.

The Boeing Employees' Credit Union

By: _____



Parker Cann
Corporate Secretary