

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WASHINGTON STATE ASSOCIATION OF THE DEAF**

ARTICLE I

NAME

The name of the Corporation is WASHINGTON STATE ASSOCIATION OF THE DEAF, hereinafter referred to as the "Association." The Association may also be known as WSAD.

ARTICLE II

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III

PURPOSES

The Association is organized to promote the general welfare of the deaf in the State of Washington. The Association shall hold conferences, workshops, and carry on activities to promote the charitable and educational betterment and well being of Association members and of the deaf in the State of Washington.

The association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation except as provided for in Section 501(h) of the Internal Revenue Code of 1986. The Association shall not participate, or intervene, any political campaign, including the publication or distribution of statements on behalf of, or in opposition to, any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1986.

Notwithstanding any other provisions of these Articles, the Association shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

The assets of the Association are irrevocably dedicated to exempt purposes stated in Section 501(c)(3) of the Internal Revenue Code of 1986. Therefore, no part

of such assets, or of the net income of the Association shall ever inure to the benefit of any director, officer, member, or other private individual.

In the event that this Association is dissolved by its members, the remaining assets shall be used to pay the debts and obligations of the Association, and the remainder shall be set over and assigned to the National Association of the Deaf. If the National Association of the Deaf is no longer in existence at such time, if it does not qualify as a distributee of the Association's assets, or if it is not willing or able to accept such assignment, the Association's assets shall be distributed to an entity servicing the deaf that is organized and operated exclusively for the purposes set out in Section 501(c)(3) of the Internal Revenue Code of 1986, and which has received tax exempt status under such code section.

ARTICLE IV

POWERS

Without limiting the foregoing, the Association shall have the authority to exercise any powers conferred by these Articles of Incorporation or the Association's Bylaws as currently enacted or hereafter amended or superseded; exercise all other powers that may be exercised in this state for the same type of corporation as the Association; and, exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE V

NON STOCK/DUES

The Association is formed without capital stock, and the Association has the power to fix, assess, and levy such dues on its members as is deemed necessary.

ARTICLE VI

DIRECTORS

The Association shall be managed by a Board of Directors. The Board of Directors shall consist of at least five (5) members, and no more than eleven (11) members. The actual number of directors as well as the composition of the Board of Directors will be established from time to time in accordance with the Association's Bylaws.

ARTICLE VII

LIMITATION OF DIRECTOR LIABILITY

A Director of the Association shall not be personally liable to the Association or its members 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 will personally receive a benefit in money, property, or services to which the Director is not legally entitled. If the Washington Nonprofit Association Act is amended to authorize corporate actions further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the Members of the Association shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS & OFFICERS

The Association shall indemnify its Directors and Officers against all liability, damage, and expenses arising from or in connection with service as Directors and officers with this Association to the maximum extent and under all circumstances permitted by law.

ARTICLE XI

AMENDMENT

These Articles may be amended by the assent of seventy-five percent (75%) of the active members present at any regularly scheduled or special meeting of the members.

ARTICLE X

OFFICER CERTIFICATION

These Amended and Restated Articles of Incorporation of the Washington State Association of the Deaf were hereby approved and adopted by a vote of at least seventy-five percent (75%) of the active members present at the Association's 2009 annual meeting held on the 7th day of August, 2009, at which a quorum of the members were present.

(signature)

(print name)

(title)