

STATE of WASHINGTON



SECRETARY of STATE

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

SOUTH EAST EFFECTIVE DEVELOPMENT

a Washington Non Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to SOUTHEAST EFFECTIVE DEVELOPMENT

UBI Number: 600 512 419

Date: May 18, 2001



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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State
2-296066-0

MAY 18 2001

STATE OF WASHINGTON

ARTICLES OF AMENDMENT

WASHINGTON NONPROFIT CORPORATION ACT – RCW CHAPTER 24.03

Pursuant to the provisions of Chapter RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

- (1) The name of record of the corporation is: South East Effective Development.
- (2) The following amendments to the articles of incorporation were adopted on April 25, 2001
- (3) a) The name of the Corporation was changed from four words to three to:
SouthEast Effective Development

b) The articles were amended in their entirety as shown in the attached
AMENDED ARTICLES OF INCORPORATION OF SOUTHEAST
EFFECTIVE DEVELOPMENT.
- (4) There are no members of the Corporation. The amendment was adopted at a meeting of the Board of Directors on April 25, 2001. A quorum was present at such meeting, and the amendment received the vote of the majority of the directors in office on such date.

May 16, 2001
Date

SouthEast Effective Development

By [Signature]
President

AMENDED AND RESTATED
BYLAWS
OF
SOUTHEAST EFFECTIVE DEVELOPMENT
CONTENTS

ARTICLE 1 Name/Purposes/Boundaries

- 1.1 Name
- 1.2.1 General Purpose
- 1.2.2 Housing Purpose
- 1.2.3 Economic Purpose
- 1.2.4 The Arts Program Purpose
- 1.3 Boundaries

ARTICLE 11 Offices

- 2.1 Registered Office and Registered Agent
- 2.2 Other Offices

ARTICLE 111 Board of Directors

- 3.1 Number and Powers
- 3.2 Election and Term of Office
- 3.3 Qualifications
- 3.4 Vacancies
- 3.5 Annual Meeting Time
- 3.6 Regular Meetings
- 3.7 Special Meetings
- 3.8 Notice
- 3.9 Waiver of Notice
- 3.10 Quorum
- 3.11 Registering Dissent
- 3.12 Removal
- 3.13 Compensation
- 3.14 Action by Directors Without a Meeting
- 3.15 Action of Directors by Communication
- 3.16 Board Committees

ARTICLE IV Officers

- 4.1 Officers
- 4.2 President
- 4.3 Vice-President

- 4.4 Secretary
- 4.5 Treasurer
- 4.6 Executive Director
- 4.7 Delegation
- 4.8 Vacancies
- 4.9 Other Offices
- 4.10 Term-Removal
- 4.11 Immediate Past President

ARTICLE V Committees and Operating Procedures

- 5.1 Corporate Operations-Executive Committee
- 5.2 Corporate financial Operations-the Finance Committee
- 5.3 Conflicting Interest Committee
- 5.4 Board Recruitment Committee
- 5.5 Temporary (Ad Hoc) Committees

ARTICLE VI DEPOSITORIES

ARTICLE VII NOTICES

ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENT

ARTICLE IX BOOKS AND RECORDS

ARTICLE X AMENDMENTS

Amended and Restated Bylaws of SouthEast Effective Development

ARTICLE 1

Name/Purpose and Boundaries

1.1 Name: The name of this Corporation shall be SouthEast Effective Development (SEED), and the words Corporation and SEED are used interchangeably herein.

1.2.1 General Purpose: To enhance and revitalize, the physical, social, cultural, economic, and housing conditions of the general area of Southeast Seattle to combat community deterioration with special emphasis in areas of the community where there exist conditions in which a substantial percentage of the population is low income, a significant amount of the housing is subsidized, commercial or industrial areas are depressed, and the crime rate is high. The Corporation shall endeavor to accomplish this by creating effective partnerships and working relationships among public and private sectors and the community; becoming a strong participant in new and restored housing and economic development particularly for the benefit of people of low and moderate income; striving for housing preservation, business retention, commercial redevelopment and reinvestment; and through the arts by fostering a positive community image and promoting multicultural contributions of artists and residents, facilitating cultural enrichment and a multicultural community identity. The activities of the Corporation shall not be limited to the geographic boundaries of Southeast Seattle when these activities are for the benefit of the charitable purposes of the Corporation, and facilitate the Corporation's ability to carry out its general purpose as expressed above.

1.2.2 Housing Purpose: To develop and manage housing for low and moderate income households. The mission of the housing program is to: stabilize and upgrade the multifamily housing stock in the Rainier Valley, provide a decent, safe, and sanitary living environment for residents of SEED-owned housing, and support on-going neighborhood revitalization efforts. In order to carry out this mission, SEED is authorized to acquire, develop, finance, construct, lease, own, manage and sell single family, multiple family housing and nursing home housing which relates to restorative care and independent living. SEED may also enter into partnerships, limited partnerships, limited liability companies, and other entities and ventures as may be necessary to carry out the mission.

1.2.3 Economic Development Purpose: To work with businesses, organizations, government and institutions to improve existing commercial areas, and broaden the mix of retail and commercial enterprises in Southeast Seattle to create new jobs and other economic opportunities for low income residents and to improve the economic conditions in the area. SEED's mission is to become a stakeholder in the community to combat community deterioration and work with local government to develop projects and policies that directly benefit the economic health of the Rainier Valley. In order to carry out this mission, SEED is authorized to acquire, develop, finance, construct, lease, own, manage and sell commercial and

retail real estate. SEED may also enter into partnerships, limited partnerships, limited liability companies, and other entities and ventures as may be necessary to carry out the mission.

1.2.4 The Arts Program Purpose. To use art as a community development tool. SEED's mission is to promote a positive, multicultural community identity, develop community arts facilities and beautify and improve community spaces, and provide opportunities for community artists, residents, and youth to develop their artistic talent. In order to carry out this mission, SEED is authorized to write and submit grants, conduct auctions and fundraising events, produce art performances and shows, create, install and own public art in neighborhood spaces; develop a membership-based local arts council; partner with public schools to develop arts programs for youth during and after school hours; support local artists to develop cultural facilities such as a cooperative gallery, metal arts foundry, studio space and /or live work space.

1.3 Boundaries.

a) The general boundaries of SEED shall encompass the geographical area bounded by the I-90 Freeway on the north, the I-5 Freeway on the west, the city limits on the south, and Lake Washington on the east. These boundaries include all or part of Census Tracts 93, 94, 95, 100, 101, 102, 103, 104, 110, 111, 117, 118 and 119.

b) The general boundaries continue to be recognized by SEED as their area of primary concern, but in no way are meant to limit the ability of the organization to participate in activities outside the general boundaries.

c) The integrity and identity of commonly recognized neighborhoods and their boundaries shall not change in any way through the actions of the SEED Organization.

1.4 No Members: The Corporation shall have no Members only a Board of Directors as detailed in Article III.

ARTICLE II

Offices

2.1 Registered Office and Registered Agent: The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

2.2 Other Offices: The principal office of the Corporation shall be located at 5117 Rainier Avenue South, Seattle, WA 98118-1928 or at such place or places as the Board of Directors may from time to time determine.

ARTICLE III

Board of Directors

3.1 Number and Powers: The management of all the affairs, property and interest of the Corporation shall be vested in a Board of Directors. Two thirds of the members of the Board of Directors shall reside within the SEED boundaries. The number of directors constituting the entire Board shall not be more than fifteen (15) and not less than eight (8) persons as-fixed from time to time by resolution of the Board, provided however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office. In addition to the powers and authorities expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may exercise, in good faith, all such powers of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and do all such lawful acts as are allowed by Washington law. These powers shall include, but not be limited to:

- a) Establish SEED policy and program authorization;
- b) Name and direct committee efforts;
- c) Authorize signing of contracts and payment of bills;
- d) Hear and act on reports and recommendations.

3.2 Election and Term of Office: The Board Nominations Committee, which shall be an ad hoc committee selected by the Board, shall make nominations of prospective Board members and recommendations for continuing Board members at the annual meeting. The Board nominations committee can submit nominations of prospective Board members at any regularly scheduled or special Board meeting such nominations must be at least one month prior to the time of election. Provided, however, any Board member may make a nomination from the floor at the time of the meeting. The Directors shall be elected by resolution of the Board, to hold their offices for a term of three years or until earlier resignation or removal in accordance with these Bylaws.

3.3 Qualifications: The Executive Director shall not be a member of the Board of Directors. The Board of Directors by resolution may establish other qualifications for the election of Directors.

3.4 Vacancies: Vacancies in the Board of Directors, whether caused by an increase in the number of directors, resignation, death, removal or otherwise, may be filled by resolution of the Board, though less than the number of directors constituting a quorum of the Board of Directors remain in office. A director so appointed to fill any vacancy shall hold office for the unexpired term of his or her predecessor, or until earlier resignation or removal in accordance with these Bylaws.

3.5 Annual Meeting Time: The annual meeting of the Board of Directors for the transaction of such business as may properly come before the meeting, shall be held each year in

April at the Corporation's principal office on such day, and at such time and place as the Board of Directors shall determine.

3.6 Regular Meetings: The Board of Directors shall meet at least four times a year. The date, time and place of each meeting shall be established by the President and the Executive Director together, and shall be such as to be convenient to a majority number of Directors. The Secretary shall give adequate notice (time, date, place and agenda) to the members at least seven (7) days prior to a regular meeting of the Board. All meetings of the Board shall be open to the public, but the Board by a majority vote of those present may go into executive session.

3.7 Special Meetings: Special meetings of the Board of Directors may be called at any time by the President, Executive Director, or by any five Directors. The Secretary shall give adequate notice to the members at least three(3) days (one (1) day if time is of the essence) prior to any special meeting of the Board. The notice calling a special meeting of the Board of Directors shall state the purpose(s) of the special meeting.

3.8 Notice:

a) Notice of the time and place of the annual meeting of directors shall be given by delivering personally or by mailing a written or printed notice of the same, or by e-mail, at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

b) Notice of all regular and special meetings of the Board of Directors shall be given or set forth in 3.6 and 3.7 above.

3.9 Waiver of Notice: Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a committee member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

3.10 Quorum/Voting: A simple majority of the whole Board of Directors (exclusive of ex officio directors) shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by law. Since participation in a meeting may be by telephone communications, a Director shall be present for purposes of a quorum without being physically present at the meeting, and may also cast a vote without being physically present so long as the provisions of Section 3.15 are observed.

3.11 Registering Dissent: A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall

file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.12 Removal: Any director may be removed at any time, with or without cause, by a majority vote of all directors constituting the entire Board of Directors, at any annual, regular or special meeting. The Board may provide a policy that repeated unexcused absences at meeting shall be a basis for the removal of a director.

3.13 Compensation: No compensation of any kind shall be paid to directors, officers, or committee members for the performance of their duties. The Corporation shall not loan money or give credit to such directors, officers or committee members. Provided, that directors, officers or committee members may receive reimbursement for documented out of pocket expenses reasonably incurred on behalf of the corporation.

3.14 Action by Directors without a Meeting. Any action required or which may be taken at a meeting of the of the directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

3.15 Action of Directors by Communications: Directors may participate in a meeting of directors by means of a conference telephone call or similar technology by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

3.16 Board Committees: The Board of Directors may appoint, from time to time, from its own members, standing or temporary (ad hoc) committees, consisting each of no fewer than three (3) directors. Such committees shall be vested with such powers as the Board of Directors may determine by resolution passed by the Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept

for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV

Officers

4.1 Officers: The officers of the Corporation shall be: President, Vice-President, Secretary and Treasurer. All of who shall be members of the Board of Directors. Only the office of Secretary and Treasurer may be held by the same person. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected and qualify. The Board of Directors shall hire an Executive Director who shall not be a member of the Board of Directors. The Immediate Past President shall also have responsibilities as defined in 4.11.

4.2 President: The President shall:

- a) Serve as chief executive officer of the Board of Directors and as ex-officio member of all committees;
- b) Provide overall coordination and direction for all of SEED's operations;
- c) Chair Board of Director meetings and other SEED-sponsored meetings as appropriate;
- d) Sign official SEED documents on behalf of the Organization;
- e) Serve as official representative to federal, state and local governments and other organizations or agencies; and
- f) Co-sign, as needed, SEED checks;
- g) See that agendas are prepared;
- h) Perform such other duties as are incident to the office or as properly required of the President of the Board of Directors.

4.3 Vice-President: The Vice-President shall:

- a) Make assignments and coordinate the operations of the various SEED committees;
- b) Oversee committees' relevance to SEED's policies;
- c) Serve in the absence of the President and perform such other duties as the President shall direct;

- d) Co-sign, as needed, SEED checks;
- e) Perform such other duties as are incident to the office or are properly required of the Vice-President by the Board of Directors.

4.4 Secretary: The Secretary shall:

- a) Record minutes of all Board meetings;
- b) Maintain a permanent file of all minutes, records of the Organization, the Board membership and records of the Board;
- c) Co-sign, as needed, SEED checks;
- d) Give appropriate meeting notices as provided for in these Bylaws;--
- e) Perform such other duties as are incident to the office or are properly required of the Secretary by the Board of Directors.

4.5 Treasurer: The Treasurer shall:

- a) Participate in the preparation of financial reports and financial consulting as requested by the President of the Board of Directors;
- b) Co-sign, as needed, checks written on SEED accounts in line with financial policies created by the Board of Directors;
- c) Supervise all funds of the organization, whether said funds are handled by a bookkeeper, accountant, or other employee of the Corporation;
- e) Perform such other duties as are incident to the office or are properly required of the Treasurer by the Board of Directors.
- f) Approve Board of Director minutes and Board of Director monthly meeting Agenda.

4.6 Executive Director: Subject to the direction and control of the Board of Directors, the Executive Director shall have general control and management of the business affairs and policies of the Corporation. The Executive director shall be authorized to sign all certificates, contracts, documents associated with financing housing and commercial projects, and other instruments of the corporation. The Executive Director may be authorized to execute checks, drafts, and other financial instruments on behalf of the Corporation and to disburse moneys and funds of the Corporation as necessary or proper to carry out the general business affairs of the corporation. As required by the Board of Directors, the Executive Director shall report to the Board of Directors regarding the business affairs, policies, planning and financial

position of the Corporation. The Executive Director shall perform all such other duties as are incident to the office of Executive Director or are properly required by the Board of Directors.

4.7 Delegation: If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

4.8 Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

4.9 Other Officers: The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time.

4.10 Term – Removal: The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the board of directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.11 Immediate Past President: The Immediate Past President shall serve one year as ex-officio member of the Executive Committee, and provide support for the new President as needed during this one year period unless otherwise determined by the Board of Directors.

ARTICLE V

Committees and Operating Procedures

5.1 Corporate Operations - the Executive Committee: The Executive Committee shall be a standing committee consisting of the elected officers of SEED and the Executive Director as ex-officio member. The Executive Committee is the operations committee of the organization. The Committee shall meet on a regular basis at an established time and place to:

a) Discuss policy issues and make recommendations to the Board of Directors as appropriate;

b) Conduct the business of the Corporation in accordance with the policies of the Board of Directors; provided, that subject to the restrictions in section 3.16 of Article III herein, the Executive Committee shall have the authority to manage the corporation in those matters that the Board of Directors has designated by resolution adopted by a majority of the directors then in office.

c) Prepare a written evaluation of the Executive Director in October of each year. The President of the Board shall preside at the Executive Director's review conference;

d) Submit policy recommendations in writing to the Board, at least one week prior to the next scheduled Board of Directors meeting.

5.2 Corporate Financial Operations – the Finance Committee: The Finance Committee shall be a standing committee consisting of the Treasurer and at least two other members of the Board of Directors selected by the Board and the Executive Director as ex-officio member. The Committee shall meet on a regular basis at an established time and place to:

a) Discuss policy issues relating to SEED's financial operations and make recommendations to the Board of Directors as appropriate;

b) Review the monthly financial reports of SEED at each Committee meeting;

c) Submit any policy recommendations regarding SEED's monthly financial reports, if it deems necessary, at least one week prior to the next scheduled Board of Directors Meeting.

5.3 Conflicting Interest Committee(an ad hoc committee): The Conflicting Interest Committee shall be an ad hoc committee consisting of three or more members of the Board of Directors selected by the Board. The Committee shall meet from time to time as necessary to address conflicting interest issues that affect the Corporation business. The Committee shall have the responsibility of formulating a Conflicting Interest Policy which shall be approved by the Board of Directors, and which shall used to facilitate the Board's decision on matters of conflict of interest.

5.4 Board Recruitment Committee(an ad hoc committee): The Board Recruitment Committee shall be an ad hoc committee consisting of three or more members of the Board of Directors selected by the Board. The Committee shall meet from time to time as necessary to address the recruitment of additional Board members. The Committee shall have the responsibility of ascertaining that the make up of the Board is consistent with the requirements that SEED desires to meet to qualify for criteria imposed upon SEED by certain governmental entities, agencies and funding sources.

5.5 Temporary (Ad Hoc) Committees: The Board of Directors of SEED shall have such additional temporary (ad hoc) committees, such as a nominating committees, as shall be reasonably necessary to conduct the business operations of the Corporation. The members shall be appointed by the Board of Directors.

ARTICLE VI

Depositories

The monies of the corporation shall be deposited in the name of the corporation in such banks or companies as the Board of Directors shall designate, and shall be drawn from such account only by check or other order for payment of money signed by such person, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VII

Notices

Except as may otherwise be required by law, any notice to any director or officer or committee member may be delivered personally, by U.S. regular mail or e-mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. If by e-mail, at such time as it has been electronically transmitted to the addressee at his or her last known e-mail address in the records of the Corporation.

ARTICLE VIII

Indemnification of Officers, Directors, Employees, and Agents

The Corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request 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 asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX

Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceeding of its Board of Directors; and shall keep at its principal place of business, a record of its directors, giving the names and addresses of all directors.

ARTICLE X

Amendments

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of this Corporation by the consent of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors. Notice of any proposal for amendment of the Bylaws must be given at least fifteen (15) days prior to said meeting, and must include a statement in full of the proposed amendment.

These Amended and Restated Bylaws have been adopted by resolution of the Corporation's Board of Directors on April 25, 2001.



Secretary