

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TOWER MEMORIAL CHURCH**

Pursuant to RCW 24.03A.670, Tower Memorial Church, a Washington nonprofit religious corporation (the “corporation”), adopts the following Restated Articles of Incorporation which supersede the existing Articles of Incorporation and all prior amendments thereto.

**ARTICLE I**

The name of the corporation is TOWER MEMORIAL CHURCH.

**ARTICLE II**

The corporation shall have perpetual existence.

**ARTICLE III**

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

**ARTICLE IV**

The corporation shall have all powers granted by the Washington Nonprofit Corporation Act, as amended, including any additional powers granted by amendments to the Act after the formation of the corporation that are consistent with the qualification of the corporation under Code Section 501(c)(3).

**ARTICLE V**

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3) and (b) by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE VI**

Upon dissolution or final liquidation of the corporation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations that are then described in Code Section 501(c)(3) as the board of directors shall determine.

## **ARTICLE VII**

A board of directors shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of the corporation's affairs. All directors of the corporation shall be elected or appointed at the time, in the manner, and for the terms to be set forth in the corporation's bylaws.

## **ARTICLE VIII**

The corporation shall have members. The criteria and procedures for admission to membership and the rights and obligations of members shall be set forth in the corporation's bylaws.

## **ARTICLE IX**

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Washington Nonprofit Corporation Act. No amendment to the Washington Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

## **ARTICLE X**

The corporation shall indemnify to the fullest extent permitted by the Washington Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, or action of the board of directors.

## ARTICLE XI

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986, as amended, or the Washington Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Washington nonprofit corporation laws.

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I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

DATED: June 3, 2025

*Robin Maylor*

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Robin Maylor, President