

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WASHINGTON SOCIETY FOR ASSOCIATION EXCELLENCE

Pursuant to the provisions of the Washington Nonprofit Corporation ACT (RCW 24.03A), the Corporation (as defined below) adopts the following Amended and Restated Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be WASHINGTON SOCIETY FOR ASSOCIATION EXCELLENCE (the "**Corporation**").

ARTICLE TWO

The period of duration of the Corporation shall be perpetual.

ARTICLE THREE

The Corporation is organized as an educational, professional and trade association to with the purpose of:

(a) Providing opportunities for the exchange of experiences and opinions through discussion, study and publications;

(b) Promoting the art and science of association management and to educate members and the public in the advancement, improvement and uses of voluntary associations;

(c) Developing and encouraging high standards of personal and professional conduct among association professionals serving trade, technical, business and professional associations;

(d) Acquiring, preserving, and disseminating data and valuable information relative to the functions and accomplishments of voluntary associations;

(e) Cooperating with other state, regional and national organizations of association professionals in the common endeavor to advance organization management as a profession.

ARTICLE FOUR

In event of dissolution, the assets of the Corporation shall be distributed as directed by a majority vote of the board of directors of the Corporation (the "**Board**") to one or more qualified, charitable, educational, scientific, or philanthropic organizations as selected by the Board. "Qualified" is defined as an organization qualifying under Sections 501(c)(3) or 501(c)(6) the Internal Revenue Code, as amended. In the event of failure of the Board to designate such organization, remaining assets shall be distributed to the AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES.

ARTICLE FIVE

The Corporation shall have one class of members (the "**Members**") as "members" is defined in Revised Code of Washington Section 24.03A.010. The rights, preferences, privileges, and requirements of the Members are further provided for in the bylaws of the Corporation and the Revised Code of Washington.

ARTICLE SIX

The address of the registered office of the

corporation shall be 1780 Barnes Blvd. Tumwater, Washington 98512. The name of the initial registered agent of the corporation at such address shall be Cogency Global, Inc.

ARTICLE SEVEN

The number of directors comprising the Board shall be set by majority vote of the Members, but shall not be less than 5 nor more than 15.