ARTICLES OF INCORPORATION OF
LINCOLN HIGH SCHOOL ASSOCIATED CLASSES

KNOW ALL MEN BY THESE PRESENT, that we, the undersigned,
being citizens of the United States and residents of the State of Washington, and
being over the age of 18 years, do hereby adopt and execute in duplicate, the
following Articles of Incorporation for the purpose of forming an Association
not formed for profit, under the provisions of Chapter 24.03 of the Revised Code
of Washington.

ARTICLE I. NAME

The name of this organization shall be LINCOLN HIGH SCHOOL
ASSOCIATED CLASSES.

ARTICLE II. DURATION

The period of duration of this Association shall be perpetual.

ARTICLE III. PURPOSES; POWERS

The primary purpose for which this Association is organized is to provide
scholarships for higher education to those lineal descendants of graduates of
Lincoln High School of Seattle, Washington who have graduated from an
accredited high school, to assist or promote any worthy philanthropic activities
in which the membership chooses to become involved; and to conduct
fundraising programs to accomplish the foregoing purposes. As an incidental
and related purpose and in order to accomplish the primary purpose of providing
the aforesaid scholarship fund, the Association may hold class reunions and
other functions for the Association member, and to publish a newsletter
publishing the activities of the scholarship fund and of the recipients of

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Retyped original AOI's as Word.doc May 2018
scholarship awards as well as of activities of various members of graduating classes of Lincoln High School.

To perform any incidental and related lawful activity to accomplish the above purposes as permitted under the provisions of above purposes as permitted under the provisions Revised Code of Washington, Chapter 24.03; and the Association shall have all the powers of an Association formed under the provisions of said Chapter 24.03

ARTICLE IV. MEMBERS

Any person, regardless of age, creed, color or religion, who has graduated from Lincoln High School of Seattle, Washington in a class which has reached its fiftieth anniversary of graduation from Lincoln High School, is eligible to be a member of this Association upon making application and paying the dues as fixed by the Board of Directors from time to time. The initial members of this Association are those persons who subscribe their names to these Articles of Incorporation as members.

The interest of each of the members shall be equal to that of any other member, and each member shall be entitled to one vote only in conducting the affairs of the Association. Upon formation of this Corporation, those persons who are members in good standing of Lincoln High School Associated Classes, an unincorporated, nonprofit association shall automatically become members of this Corporation.

ARTICLE V. NON-PROFIT PURPOSE

Notwithstanding any other provisions of these Articles, the Association shall not carry on any activities not permitted to be carried on by a non-profit Association under the provisions of RCW Chapter 24.03 and which would impair the ability of the Corporation to obtain tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of the United States.
ARTICLE VI. EXEMPT PURPOSE AND STATUS

It is the purpose that this Association shall be exempt from taxation under the Internal Revenue Code of the United States; and no part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the foregoing Articles. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The initial address of the initial registered office of this Association is:

8802 - 8th Avenue N.E.
Seattle, Washington 98115

The name of the initial registered agent of this Association is:

Ruth Hecker Grund

ARTICLE VIII. BOARD OF DIRECTORS

The initial Board of Directors shall be three (3) in number. The number of directors may be increased or decreased from time to time by the Board of Directors in the manner set forth in the By-Laws adopted by the Board of Directors as hereto provided. The names and address of the persons who are to serve as directors until the first annual meeting of the membership or until their successors are elected and qualified are:
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ernest L. Frolund</td>
<td>542 Boyer Avenue East</td>
</tr>
<tr>
<td></td>
<td>Seattle, WA 98102</td>
</tr>
<tr>
<td>Everett L Ellis</td>
<td>19614 - 24th N.W.</td>
</tr>
<tr>
<td></td>
<td>Seattle, WA 98177</td>
</tr>
<tr>
<td>Phyllis F. Brown</td>
<td>12522 Densmore Avenue North</td>
</tr>
<tr>
<td></td>
<td>Seattle, WA 98133</td>
</tr>
</tbody>
</table>

**ARTICLE IX. PERSONAL LIABILITY OF DIRECTORS**

No person serving as a director shall be liable to the Association or its members for monetary damages for conduct as a director; provided that such person shall remain liable for acts or omissions that involve intentional misconduct or a knowing violation of law or for conduct violating RCW 23A.08.450 or successor statute, or for engaging in any transaction from which the Director will personally receive a benefit in money, property or services to which the director is not legally entitled.

**ARTICLE X. INDEMNIFICATION; REIMBURSEMENT; INSURANCE**

10.1 The Association shall indemnify any person made a party to any proceedings by reason of the fact that he or she is or was a director against judgments, penalties, fines, settlements and reasonable expenses actually incurred in connection with such proceedings in accordance with and subject to the limitations set forth in RCW 23A.08.025 or successor statute. The term "director" for purposes of this Article X means any person who, while a director of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Association, partnership, joint venture, trust, other enterprise or employee benefit plan.

10.2 The Association shall indemnify any person made a party to any proceeding by or in the right of the Association by reason of the fact that he or
she is or was a director against reasonable expenses actually incurred by him or
her in connection with such proceedings if he or she conducted himself or
herself in good faith; and in the case of conduct in official capacity with the
Association, that the director believed that his or her conduct to be in its best
interest or that in all other cases, the director reasonably believed his or her
conduct to be at least not opposed to its best interests, provided, however, that a
director shall not be indemnified under this section or the preceding section 10.1
in respect to any proceedings, whether or not involving action in official
capacity, in which the director shall have adjudged to have been liable on the
basis that the director personally received a benefit in money, property, or
services to which the director was not legally entitled.

10.3 A director who has been wholly successful, on the merits or otherwise,
in the defense of any proceeding referred to in the preceding sections of this
Article X shall be indemnified against reasonable expenses incurred in the
connection with the proceedings and subject to the limitations, set forth in RCW
23A.08.025 (5) and (6) or successor statutes. Reasonable expenses incurred by
a director who is a party to a proceeding may be paid or reimbursed by the
Association in advance of the final disposition of such proceeding upon the
receipt by the Association of a written undertaking by or on behalf of the
director to repay such amount if it shall be ultimately determined that the
director has not met the standard of conduct necessary for indemnification by
the Association as authorized by this Article X and after a determination made
in the manner specified in RCW 23A.08.025 (6) or successor statute that the
information then known does not establish that indemnification, would not be
permissible or the director has furnished a written affirmation of the good faith
belief of the director that the standard of conduct necessary for the
indemnification by the Association as authorized has been met.
10.4 The Association shall have the power to make or agree to any further indemnity, including advances of expenses, to any director as authorized by a By-Law adopted or ratified by the members, or any resolution adopted or ratified, before or after the event, by the members provided that no such indemnity shall indemnify any director from or on account of acts or omissions of such director finally adjudged to be intentional misconduct or a knowing violation of law, or from or on account of conduct of such director finally adjudged to be in violation of RCW 23A.08.450 or successor statute or from on account of any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property or services to which the director was not legally entitled. Any determination as to any further indemnity shall be made in accordance with the provisions of RCW 23A.08.025(6) or successor statute referred to in subsection 10.3 above. Each such indemnity may continue as to a person who has ceased to be a director and may inure to the benefit of the heirs, executors and administrators of such person.

10.5 An officer of the Association shall be indemnified as and to the extent provided in the preceding sections of this Article X for indemnification for a director and any such officer shall be entitled to seek indemnification for expenses incurred in any such proceeding to which made a party; and the Association shall have the power to provide indemnification including advances of expenses to an employee or agent of the Association to the same extent that it may indemnify directors pursuant to the preceding sections of this Article X.

10.6 The Association shall have the power to purchase and maintain insurance on behalf of any person who is, or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as an officer, employee or agent of another Association, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against such person and incurred by such person whether or not the Association
would have the power to indemnify such person against such liability under the provision of this section.

10.7 The provisions of this Article X may be supplemented and/or implemented by By-Laws adopted by the shareholders in the manner provided by law.

ARTICLE XI. BY-LAWS; AMENDMENTS TO ARTICLES OF INCORPORATION

11.1 The Board of Directors will adopt such By-Laws for the governing of the affairs of this Association as may be deemed appropriate, which By-Laws shall not be in conflict with these Articles of Incorporation or the laws of the State of Washington and which may be modified, amended, repealed or changed by vote of the members of the Association at any meeting regularly assembled.

11.2 Amendments to these Articles may be effected by a two-thirds (2/3) vote of the voting members present at any annual or special meeting; provided that proposed amendments are mailed to the known addresses of voting members not less than fifteen (15) days nor more than fifty (50) days in advance of such meeting.

ARTICLE XII. DISSOLUTION; LIQUIDATION

12.1 Upon dissolution or liquidation of the Association, in the event the Association has elected and been granted a tax exempt status under the provisions of the Internal Revenue Code as described in Article VI of these Articles of Incorporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all remaining assets to an appropriate tax exempt, section 50(c) (3) organization.

In the event of dissolution or liquidation in accordance with the foregoing, no member, director or officer shall receive anything of value from
the assets of the Association.

**ARTICLE XIII.**

The names and addresses of the incorporators are as follows:

<table>
<thead>
<tr>
<th>Incorporator</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ernest L. Frolund</td>
<td>2542 Boyer Avenue East</td>
</tr>
<tr>
<td></td>
<td>Seattle, WA 98102</td>
</tr>
<tr>
<td>Everett L. Ellis</td>
<td>19614 24th N.W.</td>
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<td></td>
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<td>Phyllis F. Brown</td>
<td>12522 Densmore Avenue North</td>
</tr>
<tr>
<td></td>
<td>Seattle, WA 98133</td>
</tr>
</tbody>
</table>

The interests of each of the foregoing incorporators and members shall be equal to that of any other incorporator and member, and each as an incorporator and member shall be entitled to one vote only.

EXECUTED in duplicate this 9th day of January, 1990.

Signed: Ernest L. Frolund

Signed: Everett L. Ellis

Signed: Phyllis F. Brown
AMENDMENTS TO ARTICLES OF INCORPORATION
OF
LINCOLN HIGH SCHOOL ASSOCIATED CLASSES
Adopted by the membership on October 18, 2001 in accordance with the provisions of Article XI of the Articles of Incorporation.

AMENDMENT I

ARTICLE I is amended to read:

The name of this organization shall be Lincoln Lynx Alumni Association. This is a change of name.

ARTICLE IV is amended to read:

Any person, regardless of age, creed, color or religion, who attended Lincoln High School of Seattle, Washington, as a student, staff or faculty member, is eligible to be a member of this Association upon making application and paying the dues as fixed by the Board of Directors from time to time. The initial members of the Association are those persons who subscribe their name to these Articles of Incorporation as members.

The interest of each of the members shall be equal to that of any other member, and each member shall be entitled to one vote only in conducting the affairs of the Association. Upon formation of this Corporation, those persons who are members in good standing of Lincoln Lynx Alumni Association, an unincorporated non-profit association shall automatically become members of this Corporation.

Signed: William H. Brown, 1st VP
December 9, 2002
Lincoln Lynx Alumni Association

Amendments to Articles of Incorporation

Adopted by members at an annual meeting on October 19, 2019 in accordance with the provisions of Article XI of the Articles of Incorporation.

Article III. Purposes; Powers amended to read:

The primary purpose for which this Association is organized is to provide scholarships for higher education to graduating seniors of Lincoln High School of Seattle, Washington and/or those lineal descendants of graduates of Lincoln High School of Seattle, Washington who have graduated from an accredited high school, to assist or promote any worthy philanthropic activities in which the membership chooses to become involved; and to conduct fundraising programs to accomplish the foregoing purposes. As an incidental and related purpose and in order to accomplish the primary purpose of providing the aforesaid scholarship fund, the Association may hold class reunions and other functions for the Association member, and to publish a newsletter publishing the activities of the scholarship fund and of the recipients of scholarship awards as well as of activities of various members of graduating classes of Lincoln High School.

To perform any incidental and related lawful activity to accomplish the above purposes as permitted under the provisions of above purposes as permitted under the provisions Revised Code of Washington, Chapter 24.03; and the Association shall have all the powers of an Association formed under the provisions of said Chapter 24.03.

Article XI. By-Laws; Amendments to Articles of Incorporation 11.2 amended to read:

11.2 Amendments to these Articles may be effected by a two-thirds (%) vote of the voting members present at any annual or special meeting; provided that proposed amendments are sent by electronic transmission in accordance with the provisions of RCW 24.03.009 and/or mailed to the known addresses of voting members not less than fifteen (15) days nor more than fifty (50) days in advance of such meeting.