

ARTICLES OF AMENDMENT
OF
SHORELINE CHRISTIAN SCHOOL

Pursuant to the provisions of Revised Code of Washington Chapter 24.03A, the Washington Nonprofit Corporation Act (the "Act"), the following Articles of Amendment are submitted for filing for the purposes of amending the Articles of Incorporation of Shoreline Christian School:

- I. Name: The name of the corporation is Shoreline Christian School.
- II. Amendments: The Articles of Incorporation are amended by deleting the existing articles and amending as follows:

ARTICLE I: Name and Duration

The name of the School is Shoreline Christian School (the "School"). The School shall have its chief place of business at 2400 Northeast 147th, Shoreline, King County, Washington. The existence of the School shall be perpetual.

ARTICLE II: Basis

The religious basis of the School is the Bible, the only inspired and infallible Word of God, as interpreted by the Belgic Confession, the Heidelberg Catechism, and the Canons of Dort.

The School is governed by the following guiding principles:

- (a) That all things have been created to the end that the Triune God may be glorified in and through them;
- (b) That God by His wise covenant arrangement has appointed the parent to be responsible for the training of the child to the end that God and His glory shall be central and supreme in life's total experience;
- (c) That the training of the child shall be continued under the parents' responsible supervision in a school that carries out the basic God-Honoring, God-Centered program begun in the home.

ARTICLE III: Purpose

1. This corporation is organized and operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further United States internal revenue law or successor statute ("Code"). Consistent with and subject to its qualification under Section 501(c)(3) of the Code, the corporation is organized and operated as a school, including but not limited to Grades Kindergarten (K) through twelve (12), for the instruction of our children. Such instruction to be in accordance with Article II hereof and directed toward the end that these children may occupy their places worthily in society, church, and state.
2. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code).
4. 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, all within the meaning of Section 501(c)(3) of the Code.

ARTICLE IV: Membership Organization

The School is owned and governed by the members of the Christian Education Society of Seattle or "Society," but the Society is not a different organization than the School. Membership in the Society is open to school supporters and parents, eighteen (18) years of age or older, who are in harmony with the biblical basis of the School (Article II), and affirm the Statement of Belief and Educational Philosophy of the School. Further qualifications for membership in the Society may be set forth in the Bylaws.

ARTICLE V: Board of Directors

The affairs of the School shall be managed by a Board of Directors consisting of Society members. The directors shall be elected by the members of the Society. Only those persons who are in harmony with the biblical basis of the School (Article II), affirm the Statement of Belief and Educational Philosophy of the School, are regular attenders of and in good standing with a church that affirms the Nicene Creed, and meet such other qualifications as are set forth in the Bylaws are eligible for Board membership. The terms and duties of the Board are detailed in the Bylaws.

ARTICLE VI: Powers.

The School shall have all powers granted by law necessary and proper to carry out its above-stated purposes, consistent with its qualifications under Section 501(c)(3) of the Code.

ARTICLE VII: Bylaws

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

ARTICLE VIII: Amendments

These Articles of Incorporation and Bylaws may be amended by the two-thirds (2/3) vote of the members of the Society present at any regular meeting of the Society, provided that notice stating the desired amendment be sent to the members with notice of the meeting. Articles II and III of these Articles of Incorporation may only be amended by a supermajority of 75% of all members of the Society (not just those present at a meeting).

ARTICLE IX: Dissolution

In the event of dissolution, the net assets of the corporation shall be distributed to such an educational cause as the Board of Directors may determine, that is in line with Article II & III of these Articles, and that would qualify for exemption as an organization described in Section 501(c)(3) of the Code.

ARTICLE X: Director Liability.

To the full extent that Washington law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the School shall not be liable to the School or its members for monetary damages for conduct as a director. Any amendments to or repeal of this Article shall not adversely affect any right or protection of a director of the School for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE XI: Indemnification.

This corporation has the power to indemnify (including the power to advance expenses to) its directors, officers, employees, and agents made a party to a proceeding, as defined in the Washington Business Corporation Act, without regard to the limitations in RCW 23B.08.510 through 23B.08.550; provided, however, that no such indemnity shall indemnify any such director, officer, employee, or agent from or on account of: (1) acts or omissions of such director, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the director, officer, employee, or agent finally adjudged to be in violation of RCW 23B.08.310; or (3) any transaction with respect to which it was finally adjudged that such director, officer, employee, or agent personally received a benefit in money, property, or services to which such person was not legally entitled.

- III. Date of Amendment. The foregoing amendments to the Articles of Incorporation were adopted on _____.
- IV. Means of Amendment. The foregoing amendments were adopted by the members in accordance with the Act and the articles and bylaws of the corporation.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be executed on _____.

SHORELINE CHRISTIAN SCHOOL

By: _____

[NAME], Secretary

BYLAWS
OF
SHORELINE CHRISTIAN SCHOOL

I. Statement of Belief and Educational Philosophy

We believe in one almighty and sovereign God - Father, Son and Holy Spirit- who is the center of all things. We joyfully confess Jesus Christ as Lord of Shoreline Christian School. This statement of belief and educational philosophy describes how God's story shapes every part of the life of our community.

Creation

In the beginning, God created this world, and God remains present, giving and sustaining life. Because all creation reveals God and exists for God's glory, everything is meaningful and worthy of wonder and joy. We are appointed by God as caretakers of His creation.

- Students come to know God as they discover the good order and purposeful intricacy God has designed throughout creation.
- Teachers and students enjoy creation together, delighting in God's qualities that are revealed in the diversity of all He has made.

All people are wonderfully made in the image of God, each one unique and worthy of love and respect. We find our identity not as self-oriented individuals, but in loving God and our neighbors as we reflect God's image and recognize His image in others.

- We give careful attention to the development of varied interests and aptitudes, cultivating dignity and responsibility in every student as a person who reflects God's goodness.
- We celebrate the diverse reflections of God's image found in the many ethnicities and cultural backgrounds in our community.
- SCS serves children of diverse abilities, empowering each one to develop and apply their gifts.
- We meet students' developmental needs with play-based learning for younger students and hands-on projects at all grade levels, immersing students in stories and experiences of God's world.

Humankind has been created to give glory to God, who is worthy of our praise. All of life is an opportunity to worship.

- We worship through words, actions, talents, and thoughts throughout the school day, in our learning tasks, play, and intentional times of praising God.
- Our teachers worship through teaching, and our students through learning, so that students are prepared to worship through their future vocations and life experiences.

Fall

Although God created us to live in an unbroken relationship, sin has alienated us from God, our neighbors, and the world. Sin damages all of creation, distorts our view of the true purpose of life, and misdirects human culture. We recognize that we often focus on ourselves rather than living to glorify God.

- We attempt to approach all things with humility and grace, promoting an atmosphere where we can admit when we fall short and express our desire to grow.
- Our teachers work to lead their classrooms by building a gracious personal relationship with each student, meeting students where each one is in their personal journey of faith, helping

students recognize the times when their thoughts, actions, and motivations are not what they were supposed to be, and supporting students where they struggle or need God's restoration.

- Our teachers support students as they encounter the brokenness of the world, providing age-appropriate guidance through the difficult topics that arise in the course of learning and growing.
- We facilitate our students' abilities to ask thoughtful questions, think critically and communicate effectively, equipping them to engage the world around them with discernment, respect, and love.

Redemption

God promised and sent His Son, the Savior of all, who accomplished salvation by entering into humanity, dying on the cross, and rising from the grave through the power of the Holy Spirit. Through this act of love, Jesus has made us right with God, and we receive Him by faith. God has initiated this relationship with us through Jesus so that we can know Him as our Father, receive the free gift of forgiveness by grace alone, and base our lives on trust in God's promises. Living in this everlasting covenant relationship is a privilege and joy.

- We guide each student to respond to God's invitation to belong as one of His children, and model faith not by following a list of requirements, but by discovering one's place in God's story.

Jesus gave His Spirit who is always moving to transform hearts and renew creation, causing us to grow in loving God's laws and walking in God's ways. God reveals Himself in a special way through the Bible, His inspired and authoritative Word. With the guidance of the Holy Spirit, we can discern what is true, right, and good by aligning our thinking with the principles of scripture, the standard for all relationships, thoughts, and activities.

- We see the Bible as a lens to explore all of God's creation.
- To help us follow Jesus, we engage together in daily practices that form our hearts, such as prayer and Bible reading.
- Our teachers consider it a privilege to lead students in developing the thoughts, desires, and habits of living in grateful response to God.

All people are responsible and accountable to God for how we act towards God, ourselves, our fellow humans, and creation. Jesus is the example of selfless love, and we become more like Him as we serve one another. God's relationship with humankind is the pattern and model for all of life, and so students learn and grow best in the context of gracious relationships.

- Our staff and teachers work hard to establish a personal connection with each student so that every child is known and supported in their unique development.
- Teachers guide students to build their classrooms into communities of grace and purpose, making space for the belonging of others.
- Students mature in kindness, empathy and compassion by living and learning together.

God gives parents the privilege and responsibility to nurture their children, providing their primary environment and spiritual foundation. We believe parents are strengthened when their church and a Christian school community join them in this great task.

- Our teachers and staff partner with parents, enabling students to connect their school day with home life and look to their parents as their foremost guide.
- Parents make meaningful contributions to the SCS community through volunteer service and active participation in their child's education.
- Most SCS families are active members of a local church; our staff and student body come from many different Christian faith communities.

- By the grace of the Holy Spirit we learn and grow together with love and mutual respect.
- Our Christian school community is centered in Christ our Lord who calls us to love each other.

Restoration

When Jesus returns, all will be made right, the world will be fully renewed, and peace will reign forever. Looking ahead to this coming restoration gives us hope and reveals the ultimate purpose and meaning of life.

- Knowing this fulfillment is coming, we consider it a privilege to foster the development of each student as a person of infinite worth.
- Since the Lord is making all things new, we teach with hope so that our students grow to believe in something bigger than themselves.
- Trusting that God will accomplish His good plans and purposes allows us to be a community of peace.

II: Membership

Section 1. Eligibility for Membership.

Subject to the qualifications for membership in the Articles of Incorporation (age and faith alignment), the following are eligible for membership in the Society:

1. Parents and legal guardians of a student enrolled for the current academic year (September 1 – August 31);
2. Employees of the school; or
3. An individual with recorded volunteer time or financial contributions to the School during the previous or current academic year.

Section 2. Grant of Membership.

Application for membership in Society shall be approved upon recommendation by the Board of Directors and a majority vote of the members of the Society present at a meeting. Membership includes the privilege of voting and a willingness to attend meetings and participate in activities of the School. New members may be eligible to vote at the meeting following the School Society meeting at which they joined.

Section 3. Termination of Membership.

Membership in Society will be terminated upon any of the following:

1. The individual no longer meets the qualifications for membership in the Articles of Incorporation and Article I, Section 1 of these bylaws, in which case termination is automatic and requires no action of the Board or the Society
2. The individual resigns his or her membership.
3. The individual is removed by a majority vote of the Society members present at a meeting of the Society.

Section 4. Society Meetings—Schedule and Notice

The regular meetings of the Society will be held in the months of October and May, the specific dates to be established by the Board. Special meetings of the Society may be called by the Board or a petition of

at least 10% of the Society members. Notice of the meeting must be given at least 10 days and no more than 60 days before the meeting. Notice need only include the purpose(s) of the meeting when: (1) it is a special meeting; (2) one of the actions at the meeting will include a vote on removal of a director; or (3) one of the actions at the meeting will include a vote to amend the Articles or Bylaws.

Section 5. Society Meetings—Location, Remote Participation, and Quorum

Society Meetings will take place at the School. The Board of Directors may permit participation by remote communication at any regular or special meeting, in which case Society members participating by remote communication are considered present for purposes of a quorum. Quorum is ten percent (10%) of the Society members.

Section 6. Voting

Each Society member will have one vote on any matter submitted to the Society. Neither cumulative nor proxy voting is permitted. Unless otherwise specified by the Washington Nonprofit Corporation Act (the “Act”), the Articles, or these Bylaws, a simple majority of the members present at a meeting is required.

Section 7. Decisions Reserved for Society.

The following decisions are reserved for the Society:

- (a) Approval of the annual budget and deviation from a major line item in the annual budget by more than 15% of that line item;
- (b) Election and removal of directors (2/3 supermajority of those present in each case);
- (c) Authorizing any transaction to buy, sell, rent, or lease real estate (other than short-term rentals in the ordinary course of business, such as the gym);
- (d) Taking on debt (other than trade payables, equipment leases, or vehicle loans, in each case in the ordinary course of business);
- (e) Dissolution, merger, consolidation, or domestication under the Act by a two-thirds (2/3) vote of the Society;
- (f) Amendment of Articles of Incorporation or Bylaws (2/3 supermajority of those present), except for Articles II and III of the Articles of Incorporation, which require 75% of all members of Society, not just those present at a meeting.

Any issue not reserved for the Society members under this Article I, Section 7 may be exercised by the Board of Directors.

III: Board of Directors

Section 1. Terms and Election

The Board of Directors will consist of not less than four (4) Society members. Each Board member shall be elected to a three (3) year term unless elected to finish an unexpired term or a shorter term to provide proper rotation. After completing two full three-year terms, a director is not eligible for re-election until having sat out for one year. Terms shall be arranged so that a majority of the Board of Directors shall be retained to provide continuity of management. Board members shall generally be elected at the Spring meeting of Society but may be elected at other meetings to fill vacancies or to increase the size of the Board.

Section 2. Duties

The Board has the following duties:

- (a) Determine School policies in harmony with the provisions of these Articles of Incorporation to be set forth in a Board Policy Handbook.
- (b) Select an administrator and teaching staff qualified to carry out the educational policies and programs of the School, consistent with Article II.
- (c) Devise ways and means of obtaining the necessary funds for operating the School and direct the disbursement of these funds.
- (d) Assure itself of the faithful carrying out of the School's educational policies and program by periodic visits and other effective means.
- (e) Actively propagate the cause of Christian education in the community and promote this cause in general through like-minded affiliations.
- (f) Appoint committees, as it may deem necessary. Such appointments shall be made by the President with the approval of the Board of Directors.

Section 3. Resignation and Removal

A Board member may resign at any time by giving written notice to the secretary. A Board member (including the entire Board) may be removed by a 2/3 supermajority of Society members present at a meeting, provided that the notice of meeting states that one of the items of business at the meeting is removal of one or more directors.

Section 4. Officers

The Board of Directors shall elect the following four (4) officers: President, Vice-President, Secretary, and Treasurer.

It shall be the duty of the President to preside at all meetings of the Board of Directors and of the School, and to enforce the provisions of the Articles of Incorporation and Bylaws. The President is an ex officio member of all committees and shall be notified of all meetings.

The Vice-President shall assist the President whenever possible in the discharge of his or her duties. In the absence of the President, the Vice-President shall carry out the duties of the President.

The Secretary shall take minutes and roll at Board meetings, document all votes/decisions, and document action items.

The Treasurer shall report regarding the finances of the School to the Board of Directors at least quarterly and at the spring and fall meetings of the Society. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization. The treasurer shall prepare an annual financial report for distribution to the members of the Society. The treasurer shall assist the Head of School in preparing an annual budget and 5 year forecast.

Section 5. Board meetings

Regular meetings of the Board of Directors shall be held once a month during the school year. A simple majority of members of the Board shall constitute a quorum for the legal transaction of business for the school. Special meetings can be called with two days' notice. Voting shall be by voice vote, show of hands, or written ballot as directed by the President, or as determined by a majority vote of the Board. All members should vote, or officially abstain, on each motion. The President shall have a vote on each motion and shall not necessarily vote just in case of a tie vote. A quorum being present, a majority vote of those present is required to constitute the action of the board.

Section 6. No Loans to Officers or Directors

The School will not make a loan to any of its officers or directors. The directors who vote for or assent to the making of a loan to an officer, and any officer or officers participating in the making of the loan, are jointly and severally liable to the corporation for the amount of the loan until it is repaid in full.

IV: Finances

The funds necessary for the operation of the School shall be obtained primarily by means of tuition and donations made to the School each fiscal year. Additional funds may be raised by special donations, church offerings, contributions from organizations, and by other means consistent with the basis of the School. The fiscal year of the School shall end on the last day of August of each year.

V: Statement of Racial Nondiscrimination

The School admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school; and does not discriminate on the basis of race, color, national and ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

VI: Indemnification

Section 1. Power to Indemnify. The School has the power to indemnify (including the power to advance expenses to) its directors, officers, employees, and agents made a party to a proceeding, as defined in the Washington Business Corporations Act, without regard to the limitations in RCW 23B.08.510 through 23B.08.550; provided, however, that no such indemnity shall indemnify any such director, officer, employee, or agent from or on account of (1) acts or omissions of such director, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the director, officer, employee, or agent finally adjudged to be in violation of RCW 23B.08.310; or any transaction with respect to which it was finally adjudged that such director, officer, employee, or agent personally received a benefit in money, property, or services to which such person was not legally entitled.

Section 1.1. In General. The School may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal

(hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of the School or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the School as a director, officer, employee, agent, trustee, or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the School and shall inure to the benefit of his or her heirs and personal representatives.

Section 1.2. Power to Pay Expenses in Advance of Final Disposition. The School may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the School of (a) a written affirmation of the director's, officer's, employee's or agent's good faith belief that he or she has met the standard of conduct described in RCW 23B.08.510, and (b) a written undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

Section 1.3. Power to Enter Into Contracts. The School may enter into contracts with any person who is or was a director, officer, employee and agent of the School in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the School, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 1.4. Expansion of Powers. If the Washington Business Corporation Act or the Washington Nonprofit Corporation Act is amended in the future to expand or increase the power of the School to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this School, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act and the Washington Nonprofit Corporation Act, as so amended.

Section. 1.5. Limitation of Powers. No indemnification shall be provided under this Article to any such person if the School is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a director in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

Section 2. Indemnification of Directors. Officers. Employees and Agents.

Section 2.1. Directors. The School shall indemnify and hold harmless any person who is or was a director of this School, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the School is empowered.

Section 2.2. Officers, Employees, and Agents. The School may, by action of its board of directors, indemnify and hold harmless any person who is or was an officer, employee or agent of the School, and provide advancement of expenses to the full extent to which the School is empowered, or to any lesser extent which the board of directors may determine.

Section 2.3. Character of Rights. To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.

Section 2.4. Enforcement. A director of which the School has indemnified ("Claimant") shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking in subsection 1.2. above has been delivered to the School) and thereafter the School shall have the burden of proof to overcome the presumption that the claimant is so entitled.

If a claim under this Article is not paid in full by the School within sixty days after a written claim has been received by the School, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty days, the claimant may at any time hereafter bring suit against the School to recover the unpaid amount of the claim. If successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the School (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the School (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 2.5. Rights Not Exclusive. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the School, agreement, vote of disinterested directors, or otherwise.

Section 3. Insurance. The School may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the School or who, while a director, officer, employee or agent of the School, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the School would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act.

Section 4. Survival of Benefits. Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 5. Severability. If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 6. Applicable Law. For purposes of this Article, "applicable law" shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification is deemed Delivered on receipt.

VII: Amendment of Article and Bylaws.

The Articles of Incorporation or these Bylaws may be amended by a two-thirds vote of the Society members present at any meeting of the Society, provided that the proposed amendments are distributed with notice of the meeting.

The corporation's secretary certifies that these Bylaws are the Bylaws of the corporation, adopted by the members of Society on _____

Dated: _____.

[name], Secretary