

**ARTICLES OF AMENDMENT
OF
TRIBAL TRANSPORTATION PLANNING ORGANIZATION
A Washington Nonprofit Corporation**

Tribal Transportation Planning Organization, a Washington nonprofit corporation (the “Corporation”) has one class of voting members (the “Members”). The Members adopted these Nonprofit Articles of Amendment (these “Articles”) at a meeting of the Members at which a quorum was present, on October 5, 2011, and at least two-thirds of the Members present at such meeting voted to adopt these Articles.

Pursuant to the Washington Nonprofit Corporation Act, as amended (the “Act”), these Articles amend and replace in full the Articles of Incorporation of the Corporation, filed January 21, 2010, as follows:

**ARTICLE I
NAME AND DURATION**

The name of the Corporation is Tribal Transportation Planning Organization, and its duration will be perpetual.

**ARTICLE II
PURPOSES AND POWERS**

The Corporation is organized and will be operated exclusively for the promotion of social welfare within the meaning of section 501(c)(4) of the United States Internal Revenue Code of 1986, as amended (“Code”), including, without limitation, but only to the extent consistent with such purposes, (i) promoting tribal transportation planning in the states of Washington, Oregon, and Idaho (the “NW”), and fostering intergovernmental cooperation and coordination; (ii) providing a forum for the advancement of professional skills and knowledge among transportation professionals employed by tribal governments in the NW; and (iii) encouraging the effective use of planning principles, and the cooperation and education among transportation agencies at the tribal, local, regional, state, and federal levels. Subject to the foregoing purposes and the restrictions set forth in these Articles, the Corporation will have and may exercise all the rights and powers of a nonprofit corporation under the Act.

**ARTICLE III
CONSTRUCTION**

It is intended that the Corporation qualify as an organization which is exempt from federal income taxation under Code section 501(c)(4) (or corresponding section of any future version of the Code). These Articles will be construed and interpreted accordingly.

ARTICLE IV RESTRICTIONS

The assets of the Corporation are irrevocably dedicated to the purposes described above, and no part of the net earnings of the Corporation will inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the Corporation will 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 ARTICLE II. The Corporation will not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these Articles to the contrary, the Corporation will not engage in any activities which are not permitted for a corporation which is exempt from federal income tax under Code Section 501(c)(4).

ARTICLE V REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 601 Union Street, Suite 4400, and the name of its initial registered agent at such address is MN Service Corporation (WA).

ARTICLE VI MAILING ADDRESS

The Corporation's mailing address to which notices may be mailed, until designation of the Corporation's principal office in its annual report, is Tribal Transportation Planning Organization, c/o Jamestown S'Klallam Tribe, 1033 Old Blyn Hwy, Sequim, Washington 98382.

ARTICLE VII MEMBERS

The Corporation shall have voting members (the "Voting Members") and the Corporation's board of directors may also establish and admit a class or classes of non-voting members (the "Non-Voting Members"). The Voting Members shall consist only of those Federally-recognized tribes of Oregon, Washington, or Idaho, who have an interest in transportation issues, who express a desire to become a Voting Member, pay such annual dues as are established by the board of directors from time to time, and are approved by the Voting Members. The rights, qualifications, and obligations of the Voting Members and Non-Voting Members, if any, will be as provided in the Corporation's bylaws.

ARTICLE VIII DISSOLUTION

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation, after payment of or provision for the liabilities and obligations of the Corporation, shall be distributed pro rata to the Voting Members, in accordance with each Voting Member's dues and assessments for the then-current fiscal year.

ARTICLE IX
LIABILITY OF DIRECTORS AND UNCOMPENSATED OFFICERS

To the fullest extent permitted under the Act, as amended, a director or uncompensated officer of the Corporation will not be liable to the Corporation for monetary damages for conduct as a director or officer. No repeal or amendment of this provision will adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment.

ARTICLE X
INDEMNIFICATION

10.1 The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a director or officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability includes reasonable attorney fees and expenses, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

10.2 In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case such person is fairly and reasonably entitled to indemnity.

10.3 The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

10.4 The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If

there are not two directors who were not parties to the proceeding, the full board of directors shall select special legal counsel to determine whether indemnification is proper.

10.5 An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

10.6 Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the director or officer, but need not be secured and may be accepted by the board of directors without reference to the director or officer's financial ability to make repayment.

10.7 The board of directors shall have the power to purchase insurance on behalf of any individual who is or was a director or officer of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this article.

No repeal or amendment of this article shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment.

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**ARTICLE XI
AMENDMENT**

These Articles may be amended by the Voting Members, as set forth in Section 24.03.165 of the Act (or the applicable provision of any future version thereof).

DATED EFFECTIVE: _____

Annette Nesse, Secretary

Person to Contact
About This Filing:

William Fisher
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