

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PUGET SOUND COACHES ASSOCIATION**

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

1. The name of record of the corporation is: Puget Sound Coaches Association.
2. The Articles of Incorporation are hereby amended in their entirety as set forth in the attached Exhibit A, which is incorporated herein by this reference.
3. At a meeting held on November 11, 2011, the Board of Directors of the corporation adopted a resolution approving the amendments to the Articles of Incorporation as set forth above and directing that the question be submitted to a vote at a meeting of the members of the corporation. A quorum was present at the meeting and a majority of the Directors adopted the resolution.
4. The amendments were adopted by the members of the corporation at a meeting of the members of the corporation held on January 12, 2012. A quorum was present at the meeting and two-thirds of the members present at the meeting adopted the amendments.

The undersigned is an officer of the corporation and is acting in an authorized capacity.

DATED: November 11, 2011.

PUGET SOUND COACHES ASSOCIATION

By: Samuel R. Magid
Its: President

EXHIBIT A

**AMENDED
ARTICLES OF INCORPORATION
OF
PUGET SOUND COACHES ASSOCIATION**

The undersigned, in order to form a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby signs and verifies the following Articles of Incorporation.

Article I: Name

The name of the corporation shall be Puget Sound Coaches Association (hereinafter referred to as the "Corporation").

Article II: Duration

The term of existence for this Corporation shall be perpetual.

Article III: Purposes and Powers

Section 1. Purposes. The Corporation is organized as a professional association exclusively for educational and other exempt purposes as defined in section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the following:

- A. Providing education that promotes the evolution of and excellence in coaching.
- B. Providing training to those in the coaching profession and allied partners to ensure quality and consistency in the profession.
- C. Raising awareness of and educating the public about the profession of coaching.
- D. Providing training to practitioners of collaborative practice to ensure quality and consistency in the use of collaborative practice.
- E. Engaging in any other lawful activity which benefits and supports collaborative practice in the State of Washington.
- F. Doing the foregoing either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be natural persons or organizations of any kind, such as corporations, firms, limited liability companies, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or its Bylaws, the Corporation shall have all powers which now or are hereafter conferred by law upon a

Corporation organized for the purposes hereinafter set forth, or which are necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation.

Article IV: Limitations

Section 1. The Corporation is not formed for pecuniary profit or financial gain, shall have no capital stock, and no part of its net earnings, profit or income is distributable to, or shall inure to the benefit of any director, officer, or member of the Corporation or any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (unless otherwise provided in the Corporation's Bylaws), and to make payments and distributions in furtherance of the purposes of the Corporation and subject to the limitations of this Article IV, and otherwise to the extent permitted under Section 501(c)(6) of the Code.

Section 2. No member, director or officer of the Corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Article III hereof, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(3) or Section 501(c)(6) of the Code. Any such assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, exclusively for a purpose or purposes similar to those set forth in Article III, or to such organization or organizations, as the court shall determine, that are organized and operated for similar purposes.

Section 3. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code.

Article V: Registered Office and Agent

The name of the registered agent of the Corporation is Justin J. Dagna, CPA. The address of the registered office of the Corporation is 18323 Bothell-Everett Highway, Suite 370 Bothell, WA 98012

Full Potential Accounting
Ph: 206-774-9192. Fax: 206-203-1550
Mailing Address: PO Box 12241. Mill Creek, WA 98082

Article VI: Directors

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

Article VII: Director Liability, Limitations

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article VIII: Indemnification

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent 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 in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring such against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such

claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition 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, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest 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 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Article IX: Bylaws

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors so long as the changes are made in accordance with the procedures set forth in the bylaws for making such changes.

Bylaws may also be altered, amended or repealed by the members of the Corporation entitled to vote at any meeting of the members.

IN WITNESS WHEREOF, I have hereunto set my hand this 19~~th~~ day of
April ~~2011~~ 2012

PUGET SOUND COACHES ASSOCIATION

By: Georgine De Waeld
Its: Secretary