BYLAWS

OF

FOUNDATION

ARTICLE I

PRINCIPAL PLACE OF BUSINESS

The principal office of the foundation, a Washington nonprofit corporation (the “Corporation”), shall be located at its principal place of business or such other place as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II

MEMBERSHIP

The Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

3.1 Composition. The management of the affairs of the Corporation shall be vested in a Board of Directors. The number of directors shall be one (1) until amended in accordance with these Bylaws. The Board shall elect from amongst the directors a President who shall be the presiding officer of the Board and shall hold the office of President of the Corporation.

3.2 Tenure. The term of a director shall be for three (3) years or until a successor is elected and assumes his or her duties, whichever is later except in the event of an earlier death, removal or resignation. The directors shall have such qualifications as the Board may prescribe by resolution or by amendment to these Bylaws.

3.3 Election. The members of the Board shall be nominated by the President or a designated committee of the Board. Directors shall be elected from those so nominated by a majority vote of the entire, then existing Board of Directors at any regular or special meeting of directors, including those whose terms have expired but whose successors have not yet been elected. The directors so elected shall assume the duties of the term for which they are so elected at the conclusion of such regular or special meeting of the Board, and shall remain in office until their successors assume their duties. Directors shall be eligible for re-election.

3.4 Voting. Wherever these Bylaws provide for a vote by the directors, the vote required shall be a simple majority of the number of directors present and voting at the meeting, provided a quorum is present, unless these Bylaws clearly indicate that a vote of a certain percentage of the entire Board of Directors is required.

3.5 Removal. A director may be removed by a two-thirds vote of the entire Board of Directors.

3.6 Vacancies. Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a director may, but need not, be filled upon election of a successor by a majority vote of the entire Board of Directors. Such successor shall serve during the unexpired term of the director whose position became vacant.

3.7 Regular Meetings. The dates, times and places of regular meetings of the Board shall be as designated from time to time by the Board upon giving of at least three (3) days advance notice to each director; provided, that no notice of a regular meeting shall be required if each director has been furnished with a written schedule of the dates, times and locations of two or more regular meetings at least three (3) days in advance of the first meeting on the schedule. Any member of the Board may waive notice of any regular meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

3.8 Special Meetings. Special meetings of the Board may be called by the President or by any one (1) director. Notice of any special meeting of the Board shall be given at least three (3) days prior to the meeting to each member of the Board except that a special meeting of the Board for the express purpose of amending either the Articles of Incorporation or amending the Bylaws of the Corporation shall require notice to be given at least ten (10) days prior to said meeting. The business to be transacted at, and the purpose of, any such special meeting of the Board of Directors shall be specified in the notice of the meeting. Any member of the Board may waive notice of any special meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

3.9 Notice of Meetings. Notice of the date, time, and place of any meeting of the Board of Directors or any committee designated by the Board may be delivered by mail, private carrier or personal delivery; telegraph or teletype; telephone, wire or wireless equipment which transmits a facsimile of the notice; electronic transmission; or personal communication over the telephone or otherwise. Notice to directors in an electronic transmission is effective only with respect to directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in the consent the message format accessible to the recipient, and the address, location or system to which the notice may be electronically transmitted.

3.10 Effective Date of Notice. Written notice is effective at the earliest of the following: (a) if notice is sent to the director’s address, telephone number, or other number appearing on the records of the Corporation, when dispatched by telegraph, teletype or facsimile equipment; (b) when received; or (c) when mailed, if mailed with first class postage prepaid correctly addressed to the director’s address as shown in the Corporation's records. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the director for that purpose or has been posted on an electronic network and a separate record of the posting has been delivered to the director together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Oral notice is effective when received.

3.11 Telephonic Meetings. Members of the Board of Directors (or any committee designated by the Board) may participate in a meeting of such Board (or Committee) by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

3.12 Quorum. One more than fifty percent (50%) of the number of directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting.

3.13 Unanimous Consent. Any action required to be taken at a meeting of the directors of the Corporation, or which may be taken at such a meeting, may be taken without a meeting if a consent in the form of a record setting forth the action so taken is executed by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

3.14 Committees. The Board of Directors by resolution adopted by a majority of the directors in office may designate and appoint one or more committees, each of which shall consist of two (2) or more directors, which committees to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation.

ARTICLE IV

OFFICERS

4.1 Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board may elect or appoint such other officers as it shall deem desirable, who shall have such authority and perform such duties as may be prescribed from time to time by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. None of the officers except the President shall be required to be a member of the Board of Directors.

4.2 Election. Officers shall be elected upon receiving a majority vote of the entire Board of Directors at any regular or special meeting of the Board.

4.3 Term of Office. The officers of the Corporation shall each serve for a term of one (1) year, which term shall start at the conclusion of the meeting at which they are elected and continue until their successors are elected and qualified. Officers may be elected by the Board of Directors to succeed themselves. Any officer may be removed by the affirmative vote of a majority of the entire Board of Directors (or, if such officer is a director, a majority of all other members of the Board of Directors).

4.4 President. The President shall be a member of the Board of Directors, and shall preside at all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board, shall supervise and control all of the assets, business, and affairs of the Corporation. The President may be assigned other duties from time to time by the Board of Directors.

4.5 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President; provided that no such Vice President shall assume the authority to preside at meetings of the Board of Directors unless such Vice President is a member of the Board. The Vice President may be assigned other duties from time to time by the Board of Directors.

4.6 Secretary. The Secretary shall: (a) keep the minutes of the Board meetings and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the President.

4.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board or the President.

4.8 Vacancies. Any vacancy occurring by reason of the death, resignation, or removal of an officer may, but need not, be filled from time to time upon election of a successor by a majority vote of the entire Board of Directors. Such successor shall serve during the unexpired term of the officer whose position became vacant.

ARTICLE V

TRANSACTIONS WITH OFFICERS AND DIRECTORS

5.1 Conflicts. No transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated merely by the fact that any director or officer of the Corporation is interested in, or is a director or officer of such other corporation.

5.2 Disclosure. With regard to any transaction with a director or officer or with a corporation, firm, entity or association wherein they may be or become interested, the existence and nature of the interest of the officer or director must be disclosed or known to the Board of Directors at or prior to the meeting at which such transaction is authorized or confirmed. The Corporation may pay compensation in a reasonable amount to its officers and directors for services rendered; provided, however, any transaction with an officer or director or with a corporation, firm, entity or association wherein they may be or become interested must be approved by a majority of the disinterested members of the Board.

5.3 Loans to Officers or Directors Prohibited. No loans shall be made by the Corporation to its directors or officers. The directors of the Corporation who vote for or assent to the making of a loan to a director or officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE VI

INDEMNIFICATION

6.1 Right to Indemnification. Each individual (hereinafter an “indemnitee”) who was or is made a party 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 and whether formal or informal (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director or officer of the Corporation or that, while serving as a director or officer of the Corporation, he or she is or was also serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a foreign or domestic partnership, joint venture, trust, employee benefit plan or other enterprise, whether the basis of the proceeding is alleged action in an official capacity as such a director, officer, employee, partner, trustee, or agent or in any other capacity while serving as such director, officer, employee, partner, trustee, 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, without limitation, attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee, partner, trustee, or agent and shall inure to the benefit of the indemnitee’s heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnitee if the Corporation is prohibited by the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in this Article with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an “advancement of expenses”). Any advancement of expenses shall be made only upon delivery to the Corporation of a written undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, 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 indemnitee is not entitled to be indemnified for such expenses under this section and upon delivery to the Corporation of a written affirmation (hereinafter an “affirmation”) by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the Corporation pursuant to this article.

6.2 Right of Indemnitee to Bring Suit. If a written claim for indemnification under this Article is not paid in full by the Corporation within sixty (60) days after the Corporation’s receipt thereof, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful, in whole or in part, in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expenses of prosecuting or defending such suit. The indemnitee 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 an advancement of expenses, where the required undertaking and affirmation have been tendered to the Corporation) and thereafter the Corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Corporation (including the Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the Corporation (including the Board of Directors or independent legal counsel) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

6.3 Nonexclusivity of Rights. The right to indemnification and the 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 Corporation, general or specific action of the Board of Directors, contract or otherwise.

6.4 Insurance, Contracts and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the Corporation or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as an agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against or incurred by the individual in that capacity or arising from the individual’s status as a director, officer, employee or agent, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may enter into contracts with any director, officer, employee or agent 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.

6.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses 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 Nonprofit Corporation Act or otherwise.

6.6 Persons Serving Other Entities. Any individual who is or was a director, officer or employee of the Corporation who, while a director, officer or employee of the Corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the Corporation, (b) as a trustee of an employee benefit plan and the duties of the director or officer to the Corporation also impose duties on, or otherwise involve services by, the director or officer to the plan or to participants in or beneficiaries of the plan, or (c) in an executive or management capacity in a foreign or domestic partnership, joint venture, trust or other enterprise of which the Corporation is an equity interest holder or in which a wholly owned subsidiary of the Corporation is a general partner or has a majority ownership or interest shall be deemed to be so serving at the request of the Corporation and entitled to indemnification and advancement of expenses under this article.

ARTICLE VII

RECORDS

The Corporation shall keep at its principal office or its registered office in this state the following documents in the form of a record:

1. Current Articles of Incorporation and Bylaws;

2. Correct and adequate statements of accounts and finances;

3. A list of the names and addresses of the officers and directors; and

4. Minutes of proceedings of the Board and any minutes which may be maintained by a Board Committee.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a vote of not less than a majority of the entire Board.

CERTIFICATE OF ADOPTION

The foregoing Bylaws were read, approved, and duly adopted by the Board of Directors of the foundation on the undersigned date, and the President and Secretary of the Corporation were empowered to authenticate such Bylaws by their signatures below.

President

Secretary