

NOV 24 2008

STATE OF WASHINGTON

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SIGHTLIFE

This corporation is a not-for-profit corporation organized solely for general charitable and eleemosynary purposes under Revised Code of Washington, Chapter 24.03.

FIRST
NAME

The name of this corporation is: SightLife.

SECOND
MEMBERSHIP

This corporation shall have no members.

THIRD
DURATION

The period of duration of this corporation is perpetual.

FOURTH
PURPOSES

The purposes for which this corporation is organized to operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to the following:

1. To make grants to other corporations, community chests, funds, foundations, trusts, institutions, associations with educational, charitable, religious, scientific, or literary purposes within the meaning of Section 501(c)(3) of the Code, and which have received a determination or ruling of exempt status under Section 501(a) of the Code from the Internal Revenue Service.
2. To maintain one or more facilities that provide corneas for transplant.
3. To foster and promote global development of organizations that provide corneas for transplant.
4. To foster and promote education and research into the causes and cures of blindness.
5. To foster and promote rehabilitation programs for the sight impaired.
6. To foster and promote sight conservation and preservation.
7. To engage in programs and activities related to the above purposes.
8. To foster and promote sight & hearing programs through the Northwest Lions Foundation.
9. To allocate or distribute funds for above purposes.
10. To engage in fund-raising and to receive gifts of funds or property to support the above purposes.

FIFTH **LIMITATIONS**

1. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the corporation, or of any private individual.
2. No Director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs.
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 may be permitted to Section 501(c)(3) organizations by the Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
4. 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)(3) of the Code, or any successor provision, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, or any successor provision.

SIXTH **REGISTERED OFFICE AND AGENT**

The registered office of this corporation is 221 Yale Avenue N., #450, Seattle, Washington 98109. The registered agent at said address is Monty M. Montoya.

SEVENTH **INCORPORATOR**

The incorporator of this corporation was Chester A. Lesh (now deceased), 518 Dexter Horton Building, 710 Second Avenue, Seattle, WA 98104. (Incorporated August 21, 1969) Original Articles of Incorporation, dated August 21, 1969, are on file at the corporation's registered office.

EIGHTH **DISSOLUTION**

Upon dissolution of the corporation, by a two-thirds (2/3) vote, the Board of Directors shall distribute the assets of the corporation to a foundation(s), organization(s) or non-profit corporation(s) which has (have) at that time a determination or ruling of exempt status from the Internal Revenue Service under Section 501(a) of the Code, which is (are) organized and operating exclusively for purposes of Section 501(c)(3) of the Code, and whose stated purposes, goals, objectives and policies, most closely match those of the corporation as provided in Article Fourth above, as shall be determined by the Board of Directors. In making any such determination, the Board of Directors shall consult with the governing council of Multiple District 19, International Association of Lions Clubs; provided, however, that any such determination of the Board of Directors shall be final.

NINTH
BOARD OF DIRECTORS

The management of the corporation will be vested in a board of directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

TENTH
OFFICERS

The corporation shall have the following officers: Chair, Vice-Chair, Secretary and Treasurer. The qualifications, terms of office, manner of election and powers and duties of the officers shall be prescribed in the corporation's Bylaws.


CERTIFICATION

These Articles of Restatement of the Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended by the Articles of Amendment. These restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Executed under penalty of perjury under the laws of the State of Washington, this 21 day of Nov., 2008.

SIGHTLIFE

By



Diane Sabin
Its CHAIR