

FILED
SECRETARY OF STATE
SAM REED

DECEMBER 5, 2008

STATE OF WASHINGTON

RESTATED
ARTICLES OF INCORPORATION
OF
S M A R T

Pursuant to the provisions of RCW 24.03.183 of the Washington Nonprofit Corporation Act, the following Restated Articles of Incorporation of S M A R T (the "Corporation") are submitted for filing.

ARTICLE 1.

NAME

The name of this Corporation is S M A R T.

ARTICLE 2.

DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE 3.

PURPOSES

The object and purposes for which this Corporation is formed are as follows:

- (a) To serve as an advocate for members in their dealings with federal, state and local authorities.
- (b) To provide members with a broad range of training designed to meet members' business, professional and safety needs.
- (c) To promote safe and healthful work places through group and individual training opportunities and sponsorship of the Puget Sound Area Safety Summit.
- (d) To provide member services including, but not limited to, various group insurance plans, purchasing programs, investment opportunities and group retrospective rating programs.
- (e) To provide training opportunities for employers and other interested parties on safety and health related topics;
- (f) To provided guidance and assistance to employees and potential employees (and representatives of either who may be substantially impaired in entering or reentering into gainful employment);

(g) To act as an advocate for employers, employees and other interested parties on safe work environments; and

(h) To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE 4.

POWERS

This Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article 3 which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

ARTICLE 5.

INFLUENCE LEGISLATION

No substantial part of the activities of this Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 6.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is as follows:

10900 NE 4th Street, Suite 1850,
Bellevue, WA 98004-8341

The name of the initial registered agent of this Corporation at such address is as follows:

PR Corp. Services, Inc.

ARTICLE 7.

BOARD OF DIRECTORS

The management of this Corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this Corporation.

Unless otherwise provided in the Bylaws, there shall be six directors on the Board of Directors.

ARTICLE 8.

BYLAWS

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this Corporation.

ARTICLE 9.

LIMITATIONS

This Corporation shall have no capital stock and no part of the net earnings of this Corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article 3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 10.

TRANSACTIONS INVOLVING DIRECTORS

10.1. No contracts or other transactions between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any director of this Corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

10.2. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE 11.

LIMITATION OF DIRECTOR LIABILITY

11.1. A director shall have no liability to the Corporation or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the trustee, or a knowing violation of law 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.

11.2. 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 trustee 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 trustee of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such trustee occurring prior to such repeal or modification.

ARTICLE 12.

INDEMNIFICATION

12.1. Indemnification. Each person 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 (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or, that being or having been such a director or officer or an employee of the Corporation, 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 (hereinafter an "indemnitee"), whether the basis of a proceeding is alleged action in an official capacity as such a director, trustee, officer, employee or agent or in any other capacity while serving as such 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 attorneys' fees, judgment, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably 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, trustee, officer, employee 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 nonexclusive provisions of 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 Section 12.1 of this Article 12 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 a proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this Section 12.1 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 an 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 12.1 and (1) 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 12 or (2) upon such

determination (hereinafter a "determination") as may be permitted or required by the Washington Nonprofit Corporation Act or other applicable law.

12.2. Claim for Indemnification. If a claim under Section 12.1 of this Article 12 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 an advancement of expenses, in which case the applicable period shall be twenty 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 also be entitled to be paid 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 or determination has been tendered to or made by 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, independent legal counsel, or the members) to have made a determination prior to the commencement of such suit that indemnification or determination by the Corporation (including the Board of Directors, independent legal counsel, or the members) 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.

12.3. Nonexclusive Right. 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 thereafter acquire under any statute, provision of these Articles of Incorporation or Bylaws of the corporation, general or specific action of the Board of Directors, contract or otherwise.

12.4. Insurance. The Corporation may maintain insurance, at its expenses, to protect itself and any director, 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 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.

12.5. Board Rights. 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 the rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

ARTICLE 13.

DISTRIBUTIONS UPON DISSOLUTION

Upon any dissolution of this Corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be

distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

ARTICLE 14.

AMENDMENTS

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of two thirds (2/3rds) of votes of the members that are entitled to vote and that are present at a regular or special meeting of the members or represented by proxy the manner as provided in the Bylaws.

ARTICLE 15.

MEMBERS

This Corporation shall have one or more classes of members as defined in the Bylaws. The names, powers and duties of each class of members shall be prescribed by the Bylaws of the corporation.

These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as heretofore amended. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be executed on this 7 day of December, 2008.

SMART

By: 

Mike Taylor
Its: President