

**AMENDMENT TO JANUARY 1, 2016 LFW/EEJ MEMORANDUM OF AGREEMENT**

**RECITALS**

A. The Legal Foundation of Washington (“LFW”) and the Endowment for Equal Justice (“EEJ”) entered into an Amended and Restated Memorandum of Agreement (“MOA”) effective as of January 1, 2016. Subparagraph b (Bylaws) of Section 1 (Amendments to Articles of Incorporation and Bylaws of EEJ) provided that EEJ would amend Article I of its Bylaws to state:

Article I (Relationship to Legal Foundation of Washington). Legal Foundation of Washington (“LFW”) shall have no rights with regard to the Endowment for Equal Justice (the “corporation”) except to the limited extent expressly stated in the corporation’s Articles of Incorporation and in Article I of these Bylaws. At all times, LFW shall have the right to appoint at least one but not more than two current or former members of its board of directors to the corporation’s board of directors. At the annual meeting of LFW each year, the corporation shall submit a report to LFW, which may be oral or written.

The corporation shall promptly amend its Articles of Incorporation and Bylaws to make LFW a non-voting member of the corporation if/when (a) the Office of the Attorney General of the State of Washington issues an opinion and/or there is a controlling judicial determination that RCW 24.03.030(2) allows distributions of income to an organization exempt under Section 501(c)(3) of the Internal Revenue Code to its member that is also exempt under Section 501(c)(3) of the Internal Revenue Code or (b) RCW 24.03.030(2) is amended to clearly allow such distributions of income.

Amendment of this Article I shall require approval by the Boards of both the corporation and LFW.

B. On October 10, 2016 EEJ adopted its Second Amended and Restated Bylaws (the “Restated Bylaws”). Article I of the Restated Bylaws is identical to section 1 of the MOA as quoted above.

C. The boards of EEJ and LFW have concluded that the MOA and the Bylaws should be amended as provided in this Amendment.

**AGREEMENT**

1. Section 1 of the MOA is hereby amended to delete the following paragraph, which shall have no further force or effect:

The corporation shall promptly amend its Articles of Incorporation and Bylaws to make LFW a non-voting member of the corporation if/when (a) the Office of the Attorney General of the State of Washington issues an opinion and/or there is a controlling judicial determination that RCW 24.03.030(2) allows distributions of income to an organization

exempt under Section 501(c)(3) of the Internal Revenue Code to its member that is also exempt under Section 501(c)(3) of the Internal Revenue Code or (b) RCW 24.03.030(2) is amended to clearly allow such distributions of income.

2. With the consent of their respective boards of directors, EEJ and LFW hereby approve amendment of EEJ's Restated Bylaws to delete the language set forth in paragraph 1 above.

3. Except as expressly modified by this Amendment, the MOA remains unchanged and in full force and effect.

IN WITNESS, the parties have executed this Amendment on the dates set forth below, with an effective date of November 1, 2022.

LEGAL FOUNDATION OF WASHINGTON

By: DocuSigned by:  
Candelaria Murillo  
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Candelaria Murillo, President  
Date: 12/6/2022

ENDOWMENT FOR EQUAL JUSTICE

By: \_\_\_\_\_  
Michelle Moersfelder, President  
Date: \_\_\_\_\_