EXTENSION ATTACHED

Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990 All other organizations with gross receipts less than $1,000,000 and total assets less than $2,500,000 at the end of the year may use this form

▶ *The organization may have to use a copy of this return to satisfy state reporting requirements*

OMB No. 1545-1150

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 01/01 , 2009 and ending 06/30/2009

B Check if applicable: Address change; Name change; Initial return; Termination; Amended return; Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: RICHARD AND BARRIE GALANTI FOUNDATION

Number and street (or P O box, if mail is not delivered to street address): C/O FOUNDATION MANAGEMENT GROUP,LLC — Room/suite: 3400

City or town, state or country, and ZIP + 4: SEATTLE, WA 98104-1022

D Employer identification number: 91-1728733

E Telephone number: (206)667-0300

F Group Exemption Number ▶

● *Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).*

G Accounting method: [X] Cash [ ] Accrual Other (specify) ▶

H Check ▶ [ ] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶

J Organization type (check only one) - [X] 501(c) (3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

K Check ▶ [ ] if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than $25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if $1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 280.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received			1	
	2	Program service revenue including government fees and contracts			2	
	3	Membership dues and assessments			3	
	4	Investment income STMT 1			4	280.
	5a	Gross amount from sale of assets other than inventory	5a			
	b	Less: cost or other basis and sales expenses	5b			
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)			5c	
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ▶ [ ]				
	a	Gross revenue (not including $ ______ of contributions reported on line 1)	6a			
	b	Less: direct expenses other than fundraising expenses	6b			
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)			6c	
	7a	Gross sales of inventory, less returns and allowances	7a			
	b	Less: cost of goods sold	7b			
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			7c	
	8	Other revenue (describe ▶)			8	
	9	**Total revenue.** Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶			9	280.
Expenses	10	Grants and similar amounts paid (attach schedule)			10	1,750.
	11	Benefits paid to or for members			11	
	12	Salaries, other compensation, and employee benefits			12	NONE
	13	Professional fees and other payments to independent contractors			13	
	14	Occupancy, rent, utilities, and maintenance			14	
	15	Printing, publications, postage, and shipping			15	
	16	Other expenses (describe ▶ STMT 2)			16	2,030.
	17	**Total expenses.** Add lines 10 through 16 ▶			17	3,780.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	-3,500.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)			19	115,999.
	20	Other changes in net assets or fund balances (attach explanation)			20	
	21	Net assets or fund balances at end of year Combine lines 18 through 20 ▶			21	112,499.

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Part II Balance Sheets. If Total assets on line 25, column (B) are $2,500,000 or more, file Form 990 instead of Form 990-EZ.

	(See the instructions for Part II.)	(A) Beginning of year		(B) End of year
22	Cash, savings, and investments STMT 3	115,999.	22	112,499.
23	Land and buildings		23	
24	Other assets (describe ▶)		24	
25	**Total assets**	115,999.	25	112,499.
26	**Total liabilities** (describe ▶)		26	
27	**Net assets or fund balances** (line 27 of column (B) must agree with line 21)	115,999.	27	112,499.

Part III Statement of Program Service Accomplishments (See the instructions for Part III.)

What is the organization's primary exempt purpose? STMT 4

Describe what was achieved in carrying out the organization's exempt purposes In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

			Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; optional for others)
28	TO PROMOTE BENEVOLENT, CHARITABLE, SCIENTIFIC, EDUCATIONAL AND PHILANTHROPIC PURPOSES AS A SUPPORTING FOUNDATION OF THE JEWISH FEDERATION OF GREATER SEATTLE. (Grants $ 1,750.) If this amount includes foreign grants, check here ▶ ☐	28a	1,000.
29	(Grants $) If this amount includes foreign grants, check here ▶ ☐	29a	
30	(Grants $) If this amount includes foreign grants, check here ▶ ☐	30a	
31	Other program services (attach schedule) (Grants $) If this amount includes foreign grants, check here ▶ ☐	31a	
32	**Total program service expenses** (add lines 28a through 31a) ▶	32	1,000.

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (See the instructions for Part IV.)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 5		-0-	-0-	-0-

Part V **Other Information** (Note the statement requirements in the instructions for Part VI.)

			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33		X
34	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes STMT 7	34	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.			
a	Did the organization have unrelated business gross income of $1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	35b		
36	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N	36	X	
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a NONE			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	Did the organization borrow from or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b			
39	Section 501(c)(7) organizations. Enter			
a	Initiation fees and capital contributions included on line 9 39a			
b	Gross receipts, included on line 9, for public use of club facilities 39b			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911 ▶ NONE; section 4912 ▶ NONE; section 4955 ▶ NONE			
b	Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I	40b		X
c	Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ NONE			
d	Enter amount of tax on line 40c reimbursed by the organization ▶ NONE			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		X

41 List the states with which a copy of this return is filed. ▶

42 a The books are in care of ▶ FOUNDATION MANAGEMENT GRP, LLC Telephone no. ▶ 206-667-0300

Located at ▶ 1000 SECOND AVENUE, 34TH FL, SEATTLE, WA ZIP + 4 ▶ 98104

			Yes	No
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b		X
	If "Yes," enter the name of the foreign county: ▶			
	See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.**			
c	At any time during the calendar year, did the organization maintain an office outside of the U S ?	42c		X
	If "Yes," enter the name of the foreign country: ▶			

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43

			Yes	No
44.	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		X

Part VI **Section 501(c)(3) organizations only.** All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

			Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		X
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47		X
48	Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization(s) a section 527 organization?	49b		

50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization If there is none, enter "None."

(a) Name and address of each employee paid more than $100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over $100,000 ▶	NONE			

51 Complete this table for the five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation
NONE		
Total number of other independent contractors receiving over $100,000 ▶	NONE	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

▶ x [signature] Signature of officer — Date x 2/1/2010

▶ x Richard Galanti, President — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ [signature]	Date JAN 11 2010	Check if self-employed ▶ ☐	Preparer's identifying number (See instructions) P00937936
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ BADER MARTIN, P.S.		EIN ▶91-1501421	
1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA		Phone no ▶206-621-1900	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☒ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

RICHARD AND BARRIE GALANTI FOUNDATION

Employer identification number

91-1728733

Part I **Reason for Public Charity Status** (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only **one** organization.)

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ______

5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 [ ] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 [ ] An organization that normally receives. (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III.)

10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)

11 [X] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [X] Type I **b** [ ] Type II **c** [ ] Type III - Functionally Integrated **d** [ ] Type III - Other

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box . . . . . [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	X	
(ii) A family member of a person described in (i) above?	11g(ii)	X	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		X

h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
SEE STATEMENT	8								
Total									NONE

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule A (Form 990 or 990-EZ) 2008**

JSA
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Part II **Support Schedule for [redacted]ganizations Described in Sections 170(b[redacted]A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (See instructions.) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f | 15 | %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organzation meets the "facts-and-circumstances"" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for O[redacted]nizations Described in Section 509(a)(2)** [redacted]
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2007** Schedule A, Part IV-A, line 27h	18	%

19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE N
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Liquidation, Termination, Dissolution, or Significant Disposition of Assets

To be completed by organizations that answer "Yes" to Form 990, Part IV, lines 31 or 32; or Form 990-EZ, line 36.

▶ Attach certified copies of any articles of dissolution, resolutions, or plans.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
RICHARD AND BARRIE GALANTI FOUNDATION

Employer Identification number
91-1728733

Part I **Liquidation, Termination, or Dissolution.** Complete this part if the organization answered "Yes" to Form 990, Part IV, line 31, or Form 990-EZ, line 36. Use Schedule N-1 if additional space is needed.

1 (a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipients(s) (if tax-exempt) or type of entity
CHANGE IN FORM OF ORGANIZATION	06/30/2009	112,499.	CASH VALUE	91-1728733	THE RICHARD & BARRIE GALANTI FOUNDATION 1000 SECOND AVENUE, SUITE 3400	501(C)(3)

		Yes	No
2 Did or will any officer, director, trustee, or key employee of the organization			
a Become a director or trustee of a successor or transferee organization?	2a	X	
b Become an employee of, or independent contractor for, a successor or transferee organization?	2b		X
c Become a direct or indirect owner of a successor or transferee organization?	2c		X
d Receive, or become entitled to, compensation or other similar payments as a result of the organization's liquidation, termination, or dissolution?	2d		X

e If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III ▶

Part I Liquidation, Termination, or Dissolution *(continued)*

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B) should equal -0-

		Line	Yes	No
3	Did the organization distribute its assets in accordance with its governing instruments? If "No," describe in Part III	3	X	
4a	Did the organization request or receive a determination letter from EO Determinations that the organization's exempt status was terminated?	4a		X
b	(If "Yes," provide the date of the letter ▶)			
5a	Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?	5a	X	
b	If "Yes," did the organization provide such notice?	5b	X	
6	Did the organization discharge or pay all liabilities in accordance with state laws?	6	X	
7a	Did the organization have any tax-exempt bonds outstanding during the year?	7a		X
b	Did the organization discharge or defease tax-exempt bond liabilities in accordance with the Internal Revenue Code and state laws?	7b		

c If "Yes," describe in Part III how the organization defeased or otherwise settled these liabilities If "No," explain in Part III

Part II Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Use Schedule N-1 if additional space is needed.

1 (a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section recipients(s) (if tax-exempt) or type of entity

		Line	Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization			
a	Become a director or trustee of a successor or transferee organization?	2a		
b	Become an employee of, or independent contractor for, a successor or transferee organization?	2b		
c	Become a direct or indirect owner of a successor or transferee organization?	2c		
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?	2d		

e If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III

Part III **Supplemental Information.** Complete this part to provide the information required by Part I, lines 2e, 7c; or Part II, line 2e; and any additional information.

RICHARD GALANTI

990EZ, SCHEDULE N, LINE 2A

THIS INDIVIDUAL WILL SERVE AS A DIRECTOR FOR THE SUCCESSOR ORGANIZATION.

BARRIE GALANTI

990EZ, SCHEDULE N, LINE 2A

THIS INDIVIDUAL WILL SERVE AS A DIRECTOR FOR THE SUCCESSOR ORGANIZATION.

FORM 990EZ, PART I - INVESTMENT INCOME

DESCRIPTION	AMOUNT
DIVIDEND INCOME	280.
TOTAL	280.

FORM 990EZ, PART I - OTHER EXPENSES

INVESTMENT MANAGEMENT FEES	30.
ADMINISTRATION FEES	2,000.
TOTAL	2,030.

FORM 990EZ, PART II - CASH, SAVINGS AND INVESTMENTS

DESCRIPTION	BEGINNING OF YEAR	END OF YEAR
SAVINGS	115,999.	112,499.
TOTALS	115,999.	112,499.

STATEMENT 3

FORM 990EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

TO PROMOTE BENEVOLENT, CHARITABLE, SCIENTIFIC, EDUCATIONAL AND PHILANTHROPIC PURPOSES AS A SUPPORTING FOUNDATION OF THE JEWISH FEDERATION OF GREATER SEATTLE.

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
RICHARD GALANTI C/O FOUNDATION MANAGEMENT GROUP,LLC 1000 SECOND AVENUE 3400 SEATTLE, WA 98104-1022	PRESIDENT/TREASURER/DIRECTOR 1.	NONE
BARRIE GALANTI C/O FOUNDATION MANAGEMENT GROUP,LLC 1000 SECOND AVENUE 3400 SEATTLE, WA 98104-1022	VICE PRESIDENT/DIRECTOR 1.	NONE
DONALD ETSEKSON C/O FOUNDATION MANAGEMENT GROUP,LLC 1000 SECOND AVENUE 3400 SEATTLE, WA 98104-1022	DIRECTOR 1.	NONE
JOEL BENOLIEL C/O FOUNDATION MANAGEMENT GROUP,LLC 1000 SECOND AVENUE 3400 SEATTLE, WA 98104-1022	DIRECTOR 1.	NONE
RICHARD FRUCHTER C/O FOUNDATION MANAGEMENT GROUP,LLC 1000 SECOND AVENUE 3400 SEATTLE, WA 98104-1022	DIRECTOR 1.	NONE
NANCY GEIGER	ASSISTANT TREASURER 1.	NONE

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
C/O FOUNDATION MANAGEMENT GROUP,LLC 1000 SECOND AVENUE 3400 SEATTLE, WA 98104-1022		
JANET ROSE C/O FOUNDATION MANAGEMENT GROUP,LLC 1000 SECOND AVENUE 3400 SEATTLE, WA 98104-1022	SECRETARY 1.	NONE
GRAND TOTALS		NONE

STATE OF WASHINGTON
SECRETARY OF STATE

STATEMENT OF CHANGE FOR REGISTERED AGENT OR OFFICE

(Per Chapter 23B, 24 03,25.15 RCW)

FEE: $10.00

FILED
SECRETARY OF STATE
JUN 05 2009
STATE OF WASHINGTON

- Fill, type or print in black ink.
- Checks made payable to "Secretary of State"
- Sign, date and return original to.

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

* 0 1 0 0 1 *

IMPORTANT! Person to Contact about this Filing	Daytime Phone Number (with area code)
Daniel M. Asher	206-667-0300
Email Address: asher@foundgroup.com	

Name of Entity	UBI Number
The Richard & Barrie Galanti Foundation	601 726 282

Type of Entity (Check one box)

☐ Limited Liability Company ☐ Profit Corporation ☑ Non-profit Corporation

Changes to Registered Agent Information (Check all that apply)

☑ New Registered Agent Name ☑ Registered Office Address Change

NAME AND ADDRESS OF *NEW* WASHINGTON STATE REGISTERED AGENT

Name (New Agent) Daniel M. Asher

Street Address (Required) c/o Foundation Management Group, LLC, 1000 Second Avenue, 34th Floor

City Seattle State WA ZIP 98104-1022

PO Box (Optional) ______ ZIP ______

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

[signature] Daniel M. Asher 5/25/09

Signature of Agent Printed Name Date

SIGNATURE (Check one box)

☐ Registered Agent (May sign if only change is to the registered office address)

☐ LLC Member or Manager ☑ Corporate Officer or Board of Directors Chairperson

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

[signature] Richard A. Galanti, President and Treasurer 5/25/09

Signature Printed Name Date

IMPORTANT! This form must be filled out in its entirety and returned with the appropriate payment for filing. If you have questions about the requested information on the form please contact our customer assistance at:

CUSTOMER ASSISTANCE – http://secstate.wa.gov/corps/ or 360/753-7115 (TDD – 360/753-1485)

FOR OFFICE USE ONLY

01001 (10/02)

FORM 990EZ, PART V - EXPLANATION FOR LINE 34

BYLAWS AND ARTICLES OF INCORPORATION WERE AMENDED TO TERMINATE OPERATING AS A SUPPORTING ORGANIZATION AND COMMENCE OPERATING AS A PRIVATE FOUNDATION.

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES NO	(V) YES NO	(VI) YES NO	(VII) AMOUNT OF SUPPORT
JEWISH FEDERATION OF GREATER SEATTLE	91-0575950	07	X	X	X	NONE
TOTAL AMOUNT OF SUPPORT						NONE

STATEMENT 8

CONSENT TO ACTION IN LIEU OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE RICHARD & BARRIE GALANTI FOUNDATION A WASHINGTON NONPROFIT CORPORATION

Pursuant to RCW 24.03.155 the undersigned, being all of the Board of Directors of THE RICHARD & BARRIE GALANTI FOUNDATION, a Washington nonprofit corporation (the "Foundation"), as said Directors, respectfully, DO HEREBY UNANIMOUSLY ADOPT the following corporate resolutions and DO HEREBY UNANIMOUSLY CONSENT to the taking of the actions therein set forth.

RECITALS

A. On July 16, 1996, THE RICHARD & BARRI GALANTI FOUNDATION (the "Foundation") was established as a "supporting organization" to the Jewish Federation of Greater Seattle (the "Federation") within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

B. Representatives of the Federation and the Foundation have agreed that the Foundation will cease being a supporting organization to the Federation;

C. The members of the Foundation's Board of Directors have determined that it is in the best interests of the Foundation for it to terminate its supporting organization relationship with the Federation, and to operate as a private foundation within the meaning of Section 509(a) of the Code; and

D. At the February 27, 2009 meeting, the Board of Directors approved the process of converting the Foundation from a supporting organization to a private foundation.

IT IS THEREFORE UNANIMOUSLY RESOLVED as follows:

1. The Foundation shall terminate its supporting organization relationship with the Federation, in which the Foundation has been "operated, supervised or controlled by" the Federation, as those terms are used in Section 509(a)(3) of the Code, effective midnight June 30, 2009.

2. The amendments to the Articles of Incorporation as set forth in the Articles of Amendment and in the Articles of Restatement, attached as **Exhibit 1** and incorporated herein by this reference, are hereby ratified and approved, and shall be effective midnight June 30, 2009.

3. The Amended Bylaws of the Foundation, attached as **Exhibit 2** and incorporated herein by this reference, are hereby ratified and approved, and shall be effective midnight June 30, 2009.

4. It is anticipated that effective midnight June 30, 2009, the Foundation will cease being a supporting organization to the Federation and will commence operating as a private foundation within the meaning of Section 509(a) of the Code (the "Supporting Organization Termination"). Until such time as the Supporting Organization Termination is completed, the Foundation shall continue to have sole responsibility for any and all outstanding liabilities for which it is currently legally responsible, including but not limited to, its legal expenses, accounting fees, and other administrative fees and its grant obligations approved at the 2008/2009 Annual Meeting. A copy of the February 27, 2009, Minutes is attached as **Exhibit 3**.

5. The officers of the Foundation are authorized and directed to take all actions as are reasonable and necessary to effectuate the proceeding resolutions.

6. The execution of this Consent shall constitute a written waiver of any notice required by the Washington Business Corporation Act and this Corporation's Articles of Incorporation and Bylaws.

Donor Directors

May, 2009
Date Signed

Richard A. Galanti

May 25, 2009
Date Signed

Barrie Galanti
Barrie Galanti

Federation Directors

May, 2009
Date Signed

Don Etsekson

May 2009
Date Signed

Richard Fruchter

May, 2009
Date Signed

Joel Benoliel

G:\JDG\AG12030 jdg

The Jewish Federation of Greater Seattle ("Federation") hereby acknowledges and approves of the above actions converting THE RICHARD & BARRIE GALANTI FOUNDATION from a supporting organization of the Federation to a private foundation.

The Jewish Federation of Greater Seattle

By: Richard Tousley,
Authorized Representative

G \JDG\AG12030.jdg

EXHIBIT 1

Articles of Amendment
to the
Articles of Incorporation
of
The Richard & Barrie Galanti Foundation

and

Articles of Restatement
of the
Articles of Incorporation
of
The Richard & Barrie Galanti Foundation

EXHIBIT 2

Amended Bylaws
of
The Richard & Barrie Galanti Foundation

EXHIBIT 3

Richard & Barrie Galanti Foundation
A Supporting Foundation of the
Jewish Federation of Greater Seattle

Minutes of the 2008/2009 Annual Meeting
February 27, 2009

FILED
SECRETARY OF STATE

JUN 05 2009

STATE OF WASHINGTON

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE RICHARD & BARRIE GALANTI FOUNDATION

The undersigned, acting pursuant to the provisions of Chapter 24.03 of the Revised Code of Washington, adopts the following Articles of Amendment, which Articles of Amendment shall be effective as of midnight, June 30, 2009.

FIRST: The name of the Corporation is "THE RICHARD & BARRIE GALANTI FOUNDATION".

SECOND: The UBI number is 601-726-282.

THIRD: The person to contact about this filing is Daniel M. Asher and his daytime telephone number is (206) 667-0300.

FOURTH: There are no members that have voting rights. The amendments were adopted by a consent in writing and signed by all Directors entitled to vote, on May 25th 2009.

FIFTH: The amendments to the Articles of Incorporation as adopted are as follows:

Article I is hereby amended to read as follows:

ARTICLE 1.

Name

The name of the Foundation is "THE RICHARD & BARRIE GALANTI FOUNDATION" (the "Foundation").

Article II is hereby amended to read as follows:

ARTICLE 2.

Duration

The duration of the Foundation shall be perpetual.

Article III is hereby amended to read as follows:

ARTICLE 3.

Registered Office and Agent

The registered office of the Foundation is c/o the Foundation Management Group, LLC, 1000 Second Avenue, 34th Floor, Seattle, Washington 98104-1022, and the initial registered agent at such address is Daniel M. Asher.

Article IV is hereby amended to read as follows:

ARTICLE 4.

Purposes and Powers

Section 4.1 Purposes. The Foundation is organized exclusively for religious, charitable, scientific, literary and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or the corresponding provision of any subsequent federal tax law.

Section 4.2 Powers. Subject only to such limitations and conditions as are or may be prescribed by law, or in the Foundation's Articles of Incorporation or Bylaws, the Foundation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article 4 or are necessary or incidental to the powers as conferred. Specifically, subject only to such limitations, the Foundation may:

Section 4.2.1 Take by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, and hold, administer, sell, convey, or otherwise dispose of any such property and invest, reinvest, or deal with the principal and the income thereof, all in such manner as, in the judgment of the directors, will further the Foundation's purposes;

Section 4.2.2 Aid, support, and assist by gifts, grants, loans, contributions or otherwise, other corporations, community chests, funds and foundations which qualify as exempt organizations under Section 501(c)(3) of the Code as long as such aid, support or assistance is in furtherance of the Foundation's purposes; and

Section 4.2.3 Engage in any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the Foundation's purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature.

Article V is hereby amended to read as follows:

ARTICLE 5.

Limitations

It is intended that this Foundation shall have the status of a Foundation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Foundation shall be limited accordingly.

Section 5.1 All of the purposes and powers of the Foundation shall be carried out and exercised exclusively in such manner that the Foundation shall qualify as an exempt organization under Section 501(c)(3) and that contributions to the Foundation shall be deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law ("Section 170(c)(2)").

Section 5.2 No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code. The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 5.3 The Foundation shall have no capital stock.

Section 5.4 No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable, to its members, directors, officers, or other private persons, except that the Foundation may pay reasonable compensation for services rendered to it and make payments and distributions in furtherance of its purposes. The amount of compensation paid shall not exceed that which is reasonable and necessary to carry out the exempt purpose of the Foundation.

Section 5.5 The Foundation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code or corresponding provision of any subsequent federal tax law.

Section 5.6 The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provision of any subsequent federal tax law.

Section 5.7 The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provision of any subsequent federal tax law.

Section 5.8 The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provision of any subsequent federal tax law.

Section 5.9 The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provision of any subsequent federal tax law.

Section 5.10 Upon the winding up and dissolution of the Foundation, all assets of the Foundation remaining after payment of, or provision for payment of, all debts and liabilities of the Foundation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Code and used exclusively to accomplish the purposes for which this Foundation is organized.

Section 5.11 Notwithstanding any other provisions of these Articles, the Foundation shall not carry on any activities that are not permitted to be carried on (a) by an organization exempt from federal income tax under Section (501)(c)(3) of the Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Article VI is hereby amended to read as follows:

ARTICLE 6.

Membership

The Foundation shall have no members.

Article VII is hereby amended to read as follows:

ARTICLE 7.

Directors

The affairs of the Foundation shall be managed by a Board of Directors. At all times, there shall be at least one (1) Director. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of the Directors shall be as set forth in the Bylaws of the Foundation.

The name and address of the Directors who will manage the affairs of the Foundation until the next Annual Meeting as provided in the Bylaws, and until their successors are elected and qualified, are:

Richard A. Galanti	c/o Foundation Management Group, LLC 1000 Second Avenue, 34th Floor Seattle WA 98104-1022
Barrie Galanti	c/o Foundation Management Group, LLC 1000 Second Avenue, 34th Floor Seattle WA 98104-1022

Article VIII is hereby amended to read as follows:

ARTICLE 8.

Limitation of Directors' Liability

A Director shall have no liability to the Foundation or its Members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, 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. 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 Foundation 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 IX is hereby amended to read as follows:

ARTICLE 9.

Indemnification of Directors and Officers

The Foundation shall indemnify its Directors and officers in the manner and to the extent provided in RCW 24.03.035(14), as now existing or hereafter amended, provided that no such indemnity shall indemnify any Directors or officers from or on account of: (i) Acts or omissions of the Director or officer finally adjudged to be intentional misconduct or a knowing violation of law; or (ii) Any transaction with respect to which it was finally adjudged that such Director or officer personally received a benefit in money, property, or services to which the Director or officer was not legally entitled.

Section 9.1 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 Foundation or, while a Director or officer, he or she is or was serving at the request of the Foundation as a Director, officer, employee or agent of another Foundation 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, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Foundation, 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, Director, 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 9.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Foundation 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 Foundation. The right to indemnification conferred in this Section 9.1 shall be a contract right and shall include the right to be paid by the Foundation 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 Foundation 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 9.1 or otherwise.

Section 9.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 9.1 of this Article is not paid in full by the Foundation within sixty (60) days after a written claim has been received by the Foundation, 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 suit against the Foundation 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 Foundation), and thereafter the Foundation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Foundation (including its Board of Directors, independent legal counsel or its Members) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Foundation (including its Board of Directors, independent legal counsel or its Members) 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 9.3 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 or disinterested Directors or otherwise.

Section 9.4 Insurance, Contracts and Funding. The Foundation may maintain insurance at its expense, to protect itself and any Director, officer, employee or agent of the Foundation or another Foundation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Foundation may, without further membership action, enter into contracts with any Director or officer of the Foundation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in 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 9.5 Indemnification of Employees and Agents of the Foundation. The Foundation 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 Foundation 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 Foundation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Section 9.6 Amendment or Repeal of Article 9. No Amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Article X is hereby amended to read as follows:

ARTICLE 10.

Distribution Upon Dissolution

Upon the dissolution of the Foundation, all of its assets remaining after payment of all liabilities of the Foundation, shall be distributed by the Board of Directors for the identical uses and purposes as described in Article 4, to any other organization that would then qualify as an exempt organization as defined in Section 501(c)(3) of the Code, as more fully described in Section 4.1 of Article 4. To the extent the Board of Directors fails to make this distribution, the assets shall be distributed to the endowed funds of the Jewish Federation of Greater Seattle.

Article XI is hereby amended to read as follows:

ARTICLE 11.

Amendment of Articles and Bylaws

Section 11.1 Amendment of Articles. These Articles may be amended by a vote of two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Board, duly convened after notice of that purpose.

Section 11.2 Amendment of Bylaws. The Bylaws may be amended by a vote of two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Board, duly convened after notice of that purpose.

Articles XII, XIII, and XIV are hereby deleted in their entirety.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Amendment approved by THE RICHARD & BARRIE GALANTI FOUNDATION in duplicate on this 25 day of May, 2009, to be effective as of midnight, June 30, 2009.

Richard A. Galanti, President ~~and~~ Treasurer

Barrie Galanti

Barrie Galanti, Vice President

Daniel M. Asher, Secretary

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ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
THE RICHARD & BARRIE GALANTI FOUNDATION

The undersigned, acting pursuant to the provisions of Chapter 24.03 of the Revised Code of Washington, adopts the following Restated Articles of Incorporation, which Restated Articles shall be effective as of June 30, 2009.

ARTICLE 1.

Name

The name of the Foundation is "THE RICHARD & BARRIE GALANTI FOUNDATION" (the "Foundation").

ARTICLE 2.

Duration

The duration of the Foundation shall be perpetual.

ARTICLE 3.

Registered Office and Agent

The registered office of the Foundation is c/o the Foundation Management Group, LLC, 1000 Second Avenue, 34th Floor, Seattle, Washington 98104-1022, and the initial registered agent at such address is Daniel M. Asher.

ARTICLE 4.

Purposes and Powers

Section 4.1 Purposes. The Foundation is organized exclusively for religious, charitable, scientific, literary and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or the corresponding provision of any subsequent federal tax law.

Section 4.2 Powers. Subject only to such limitations and conditions as are or may be prescribed by law, or in the Foundation's Articles of Incorporation or Bylaws, the Foundation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article 4 or are necessary or incidental to the powers as conferred. Specifically, subject only to such limitations, the Foundation may:

Section 4.2.1 Take by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value, and hold, administer, sell, convey, or otherwise dispose of any such property and invest, reinvest, or deal with the principal and the income thereof, all in such manner as, in the judgment of the directors, will further the Foundation's purposes;

Section 4.2.2 Aid, support, and assist by gifts, grants, loans, contributions or otherwise, other corporations, community chests, funds and foundations which qualify as exempt organizations under Section 501(c)(3) of the Code as long as such aid, support or assistance is in furtherance of the Foundation's purposes; and

Section 4.2.3 Engage in any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the Foundation's purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature.

ARTICLE 5.

Limitations

It is intended that this Foundation shall have the status of a Foundation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Foundation shall be limited accordingly.

Section 5.1 All of the purposes and powers of the Foundation shall be carried out and exercised exclusively in such manner that the Foundation shall qualify as an exempt organization under Section 501(c)(3) and that contributions to the Foundation shall be deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law ("Section 170(c)(2)").

Section 5.2 No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code. The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 5.3 The Foundation shall have no capital stock.

Section 5.4 No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable, to its members, directors, officers, or other private persons, except that the Foundation may pay reasonable compensation for services rendered to it and make payments and distributions in furtherance of its purposes. The amount of compensation paid shall not exceed that which is reasonable and necessary to carry out the exempt purpose of the Foundation.

Section 5.5 The Foundation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code or corresponding provision of any subsequent federal tax law.

Section 5.6 The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provision of any subsequent federal tax law.

Section 5.7 The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provision of any subsequent federal tax law.

Section 5.8 The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provision of any subsequent federal tax law.

Section 5.9 The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provision of any subsequent federal tax law.

Section 5.10 Upon the winding up and dissolution of the Foundation, all assets of the Foundation remaining after payment of, or provision for payment of, all debts and liabilities of the Foundation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Code and used exclusively to accomplish the purposes for which this Foundation is organized.

Section 5.11 Notwithstanding any other provisions of these Articles, the Foundation shall not carry on any activities that are not permitted to be carried on (a) by an organization exempt from federal income tax under Section (501)(c)(3) of the Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 6.

Membership

The Foundation shall have no members.

ARTICLE 7.
Directors

The affairs of the Foundation shall be managed by a Board of Directors. At all times, there shall be at least one (1) Director. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of the Directors shall be as set forth in the Bylaws of the Foundation.

The name and address of the Directors who will manage the affairs of the Foundation until the next Annual Meeting as provided in the Bylaws, and until their successors are elected and qualified, are:

Richard A. Galanti	c/o Foundation Management Group, LLC 1000 Second Avenue, 34th Floor Seattle WA 98104-1022
Barrie Galanti	c/o Foundation Management Group, LLC 1000 Second Avenue, 34th Floor Seattle WA 98104-1022

ARTICLE 8.

Limitation of Directors' Liability

A Director shall have no liability to the Foundation or its Members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, 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. 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 Foundation 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 9.

Indemnification of Directors and Officers

The Foundation shall indemnify its Directors and officers in the manner and to the extent provided in RCW 24.03.035(14), as now existing or hereafter amended, provided that no such indemnity shall indemnify any Directors or officers from or on account of: (i) Acts or omissions of the Director or officer finally adjudged to be intentional misconduct or a knowing violation of law; or (ii) Any transaction with respect to which it was finally adjudged that such Director or officer personally received a benefit in money, property, or services to which the Director or officer was not legally entitled.

Section 9.1 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 Foundation or, while a Director or officer, he or she is or was serving at the request of the Foundation as a Director, officer, employee or agent of another Foundation 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, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Foundation, 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, Director, 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 9.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Foundation 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 Foundation. The right to indemnification conferred in this Section 9.1 shall be a contract right and shall include the right to be paid by the Foundation 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 Foundation 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 9.1 or otherwise.

Section 9.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 9.1 of this Article is not paid in full by the Foundation within sixty (60) days after a written claim has been received by the Foundation, 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 suit against the Foundation 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 Foundation), and thereafter the Foundation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Foundation (including its Board of Directors, independent legal counsel or its Members) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Foundation (including its Board of Directors, independent legal counsel or its Members) 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 9.3 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 or disinterested Directors or otherwise.

Section 9.4 Insurance, Contracts and Funding. The Foundation may maintain insurance at its expense, to protect itself and any Director, officer, employee or agent of the Foundation or another Foundation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Foundation may, without further membership action, enter into contracts with any Director or officer of the Foundation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in 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 9.5 Indemnification of Employees and Agents of the Foundation. The Foundation 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 Foundation 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 Foundation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Section 9.6 Amendment or Repeal of Article 9. No Amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE 10.

Distribution Upon Dissolution

Upon the dissolution of the Foundation, all of its assets remaining after payment of all liabilities of the Foundation, shall be distributed by the Board of Directors for the identical uses and purposes as described in Article 4, to any other organization that would then qualify as an exempt organization as defined in Section 501(c)(3) of the Code, as more fully described in Section 4.1 of Article 4. To the extent the Board of Directors fails to make this distribution, the assets shall be distributed to the endowed funds of the Jewish Federation of Greater Seattle.

ARTICLE 11.

Amendment of Articles and Bylaws

Section 11.1 Amendment of Articles. These Articles may be amended by a vote of two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Board, duly convened after notice of that purpose.

Section 11.2 Amendment of Bylaws. The Bylaws may be amended by a vote of two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Board, duly convened after notice of that purpose.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Restatement approved by THE RICHARD & BARRIE GALANTI FOUNDATION in duplicate on this 25 day of May, 2009, to be effective as of midnight, June 30, 2009.

Richard A. Galanti, President and Treasurer

Barrie Galanti

Barrie Galanti, Vice President

Daniel M. Asher, Secretary

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AMENDED BYLAWS

OF

THE RICHARD & BARRIE GALANTI FOUNDATION

Effective as of midnight, June 30, 2009

EXHIBIT 2

AMENDED BYLAWS

OF

THE RICHARD & BARRIE GALANTI FOUNDATION

ARTICLE 1

OFFICES

The principal office of THE RICHARD & BARRIE GALANTI FOUNDATION ("Foundation") shall be located at its principal place of business or such other place as the Board of Directors may designate. The Foundation 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 Foundation may require from time to time.

ARTICLE 2

MEMBERS

The Foundation shall have no Members.

ARTICLE 3

BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Foundation shall be managed by a Board of Directors (the "Board"). In addition to its other powers and authority, the Board of Directors shall have the full power, except as prohibited by the terms of any gift, devise, bequest, or other transfer, in its sole discretion, to change the form of any investment and, for that or other purposes of the Foundation, to dispose of any property held by the Foundation, make distributions according to the purpose of the Foundation, pay fees for administrative services provided to the Foundation, including legal and accounting fees, pay fees for maintenance and upkeep of the Foundation's website, and invest the Foundation's assets in a manner that will not jeopardize its ability to carry out the purpose of the Foundation. Notwithstanding the foregoing, the Board of Directors shall not have the authority to engage in activities that are inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the Foundation's status as an organization exempt from income tax.

3.2 Number

The Board shall consist of a minimum of one (1) and not more than nine (9) Directors (the "Directors"), the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by resolution of the Board (within the stated limits) or by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualification

Only RICHARD A. GALANTI, BARRIE GALANTI, their descendants, and the spouses of their descendants shall serve on the Board. Any Director may serve an unlimited number of terms, including successive terms, and shall not be disqualified by reason of having served previously as a Director.

3.4 Election and Appointment of Directors

3.4.1 Directors shall be elected at the annual meeting of the Board or at a special meeting of the Board called for that purpose.

3.4.2 Unless the Board is reducing the number of Directors as provided in these Bylaws, the Board shall appoint a successor Director to replace each Director whose term is ending.

3.4.3 If the Board increases the number of Directors as provided in these Bylaws, the Board shall appoint individuals as needed to fill the new Director positions. The Board may make any such appointment at any meeting of the Board.

3.4.4 The Board shall appoint an individual to fill a vacancy in the position of Director. The Board may do so any meeting of the Board by the affirmative vote of a majority of the Board even if less than a quorum of the Board is present at the meeting. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.5 Term of Office

Unless a Director dies, resigns, is removed or is otherwise incapable of serving as a Director, the term of each Director shall commence on the first day of the fiscal year following his or her appointment and shall continue until the last day of that fiscal year or if later, until a successor Director is appointed and qualifies as provided in these Bylaws.

3.6 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the principal office of the Foundation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective; provided however, that if the resignation would result in the Foundation having no Director or no Director capable of serving as such, the resigning Director shall continue to serve as a Director until a successor Director is appointed and qualifies as provided in these Bylaws.

3.7 Removal

At a meeting called expressly for that purpose, the Board may remove from office, with or without cause, one or more Directors as long as there is at least one Director remaining after the removal.

3.8 Annual Meeting

The annual meeting of the Board shall be held at such date and time in the fourth quarter of the Foundation's fiscal year as the President shall determine upon written notice to the Directors in the same manner as provided in Section 3.13 for Notice of Special Meetings. At the annual meeting, the Board shall elect officers for the following fiscal year and transact such other business as may properly come before the meeting. The actions of the Board with respect to the business of the annual meeting may be made in accordance with the provisions of Section 3.11 or Section 3.18.

3.9 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without any notice other than such resolution.

3.10 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any one or more of the Directors in office, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix the place, either within or without the State of Washington, and time for holding any special Board or committee meeting called by them. Notice of a special meeting shall be given as provided in Section 3.13.

3.11 Meetings by Telephone

Members of the Board 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. Participation by such means shall constitute presence in person at a meeting.

3.12 Place of Meetings

All meetings shall be held at the principal office of the Foundation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice sign by all Directors.

3.13 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be hand delivered or mailed to the Director at his or her address shown on the records of the Foundation. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the United States mail properly addressed with postage thereon prepaid.

3.14 Waiver of Notice

3.14.1 Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular special meeting of the Board need be specified in the waiver of notice of such meeting.

3.14.2 The attendance of a Director at a Board or committee meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.15 Quorum

A majority of the number of Directors shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the

Directors present may adjourn the meeting and set a date and time for the meeting to reconvene without further notice.

3.16 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the act of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.17 Presumption of Assent

A Director present at a Board meeting at which action on any Foundation matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards such dissent or abstention by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.18 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.19 Board Committees

3.19.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees. Only Directors may serve on any committee involved with the management of the Foundation. Such committees shall have and exercise the authority of the Directors in the management of the Foundation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any committee or any Director or officer of the Foundation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another foundation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Foundation: (f) authorize the voluntary dissolution of the Foundation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Foundation; or (h) amend, alter or repeal any resolution of the Board which by the resolution's terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law.

3.19.2 Advisory Committee

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more Advisory Committees. At least one Director shall serve on any Advisory Committee, and the chair of the Advisory Committee shall be a Director. Such Advisory Committees shall not have any management or decision making authority for the Foundation. The sole purpose of any Advisory Committee is to provide advice and information to the Board on issues, upon the request of the Board itself in establishing said Advisory Committee.

3.19.3 Quorum; Manner of Acting

A majority of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.19.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.19.5 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.20 <u>Compensation</u>

The Directors shall not receive any compensation for serving as a Director or officer of the Foundation. The Directors and members of any Advisory Committee may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

ARTICLE 4

OFFICERS

4.1 Number and Qualifications

The officers of the Foundation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board. A Vice President, and other officers and assistant officers may be elected or appointed by the Board. Such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The officers of the Foundation for the following fiscal year shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office commencing at the beginning of the fiscal year following his or her election and terminating at the end of the last day of that fiscal year or, if later, until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to either the President, a Vice President (if any), the Secretary or any Director, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office, with or without cause, by the Board whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

4.6.1 The President shall be the chief executive officer of the Foundation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Foundation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.6.2 In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. If the Foundation has no Vice President, the Chair of the Board, if any, shall serve as President until such time as the Board convenes to select a successor President.

4.7 Vice President

Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President of the Board.

4.8 Secretary

The Secretary shall be responsible for ensuring that minutes are recorded and maintained of meetings of the Board, and to the extent minutes are recorded of meetings of committees of the Board, that such minutes are maintained; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Foundation or appoint such person or entity as is appropriate to act as such custodian; ensure that records are kept of the name and address of each Director and each officer; if required, sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President of the Board.

4.9 Treasurer

The Treasurer shall have charge of and be responsible for all funds and securities of the Foundation; ensure that monies due and payable to the Foundation from any source whatsoever are properly received and that receipts are given for said monies; ensure that all such monies are deposited in the name of the Foundation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws or any resolution of the Board; and in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or the Board. If requested by the Board, at the Foundation's expense, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

4.10 Salaries

The salaries, if any, of the officers and agents shall be limited to reasonable compensation for services, as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be receive a salary if he or she is a Director of the Foundation. Officers and agents may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

ARTICLE 5

ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Foundation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Foundation shall be open at any reasonable time to inspection by any Director.

5.2 Accounting Year

The accounting year of the Foundation shall be the twelve months ending December 31.

5.3 Rules of Procedure

The Board shall appoint one Director to act as chair for any term selected by the Board. The chair of the Board, after consultation with the President of the Foundation, shall set the agenda for each Board meeting. The chair of the Board shall also set the rules of procedure for meetings of the Board, which rules shall be consistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6

AMENDMENTS

6.1 Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, by the affirmative vote of at least fifty-one percent (51%) of the Board of Directors.

The foregoing Amended Bylaws were adopted by the unanimous consent of the Directors dated May 25 2009, 2009, to be effective as of midnight, June 30, 2009.

Richard A. Galanti, President and Treasurer

Barrie Galanti, Vice President

Daniel M. Asher, Secretary

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Richard & Barrie Galanti Foundation
A Supporting Foundation of the
Jewish Federation of Greater Seattle

Minutes of the 2008/09 Annual Meeting
February 27, 2009

Directors in Attendance: Richard Galanti, President; Joel Benoliel, Don Ericksen, and Richard Fruchter.

Guests in Attendance: Daniel Asher, Lauren Gersch and Janet Rose.

1) Welcome and Introductions

The Chair called the meeting to order and welcomed all in attendance.

2) Review of History

The Chair noted that the Foundation had been established in 1994 with matching funds from Sam Stroum. The Foundation has been used as a vehicle for periodic gifts of stock and to leverage Costco/United Way matching opportunities.

The Capital Grant to the Jewish Day School grant is the Foundation's first multi-year, mega-grant and has been structured as a **non-binding** "pledge."

3) Financial Status

The value of Foundation at 12/31/08 was $115,999 a figure that the process of making periodic additions to the Foundation and then spending down in the last quarter of each year.

The Foundation has held a number of CD's in the course of the year providing over $11,000 in interest income during 2008.

4) Proposed Grants

a. United Way of King County - $250,000
Proposed gift designations (see attached)

EXHIBIT 3

b. Additional non-binding "pledge" to Jewish Day School - $50,000 (brings the total to $1.30 million).

c. The following grants to qualify for Costco Executive Match:

College Success Foundation	$ 500
City Year Seattle/ King County	$ 1,250

5) Conversion to Private Foundation Status

The Chair led a discussion into the various pros and cons of considering transitioning the Foundation from a "supporting organization" status to a "private foundation" status.

It was moved, seconded and passed to approve the process of conversion of the Foundation from the supporting status to private and authorizing staff to have the necessary documents prepared for review by all parties.

6) Appointment of Officers & Directors

It was moved, seconded and passed to approve the following Donor Directors and to propose to the Federation the following slate of Federation-appointed Directors to serve out the remaining life of the Supporting Foundation.

Donor Directors:
Richard Galanti
Barrie Galanti

Federation Directors:
Don Elsekson
Richard Fruchter
Joel Benoliel

It was further moved, seconded and passed to approve the following slate of officers to serve out the remaining life of the Supporting Foundation:

Richard Galanti, President & Treasurer
Barrie Galanti, Vice-President
George Parker, Secretary
Nancy Geiger, Assistant Treasurer

7) Adjournment

The meeting was adjourned with thanks to the Jewish Federation and the Directors for their years of service.

Respectfully submitted,

Janet Rose, Secretary

GALANTI FAMILY FOUNDATION
United Way Giving Plan 2008/09
(as of December 31, 2008)

2009 Giving Plan - Jewish Community

		Total Gift	End. Grant
American Jewish Committee		1,500	1,000.01
Anti-Defamation League of B'nai B'rith		500	333.34
Herzl Ner Tamid		7,000	4,666.69
Hillel at the UW		-	-
Jewish Day School	Capital	194,000	129,333.98
Jewish Day School	Annual Support	4,000	2,666.68
Jewish Family Service	Capital	50,000	33,333.50
Jewish Family Service	Annual Support	5,000	3,333.35
Jewish Federation	Campaign '08	25,000	16,666.75
Kline Galland Home		1,000	666.67
Living Judaism	Hope for Heroes	10,000	6,666.70
Living Judaism	Annual	2,000	1,333.34
Seattle Hebrew Academy		1,000	666.67
Stroum JCC		1,000	666.67
URJ Camp Kalsman		2,000	1,333.34
WA State Holocaust Education Resource Center		1,000	666.67
2009 Jewish Total		$ 305,000	$ 203,334.35

GALANTI FAMILY FOUNDATION
United Way Giving Plan 2008/09
(as of December 31, 2008)

2009 Giving Plan - Secular

		Total Gift	Fnd. Grant
Agros International		2,000	1,333.34
Big Brothers of King County		1,300	866.67
Boy's & Girl's Club of Mercer Island		2,000	1,333.34
Camp Korey		2,000	1,333.34
Children's Hospital		10,000	6,666.70
College Success Foundation		5,000	3,333.35
Lake Heights YMCA		1,000	666.67
LAM Foundation		1,000	666.67
Pacific Science Center		1,200	800.00
Seattle Academy of Arts & Sciences	Capital	5,000	3,333.35
Seattle Academy of Arts & Sciences	Annual	2,500	1,666.68
Seattle Art Museum		2,000	1,333.34
St. Thomas School	Capital	5,000	3,333.35
St. Thomas School	Annual	1,000	666.67
Stanford Business School		2,000	1,333.34
United Way of King County		25,000	16,666.75
Woodland Park Zoo	Capital	2,000	1,333.34
2009 Secular Total		$ 70,000	$ 46,666.90

CONSENT TO ACTION IN LIEU OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE RICHARD & BARRIE GALANTI FOUNDATION A WASHINGTON NONPROFIT CORPORATION

Pursuant to RCW 24.03.155 the undersigned, being all of the Board of Directors of THE RICHARD & BARRIE GALANTI FOUNDATION, a Washington nonprofit corporation (the "Foundation"), as Directors, respectfully, DO HEREBY UNANIMOUSLY ADOPT the following corporate resolutions and DO HEREBY UNANIMOUSLY CONSENT to the taking of the actions therein set forth.

1. The Conflict of Interest Policy in the form attached as **Exhibit 1** is hereby adopted by the Board of Directors as the Conflict of Interest Policy for the Foundation and the Secretary of the Foundation is hereby authorized and directed to execute the same and place a copy in the Foundation's record book.

2. On an annual basis, each Director, principal officer and member of a committee with governing board-delegated powers shall annually sign such a statement affirming that: (1) Each received a copy of the Conflict of Interest Policy of the Foundation; (2) each has read and understands the Conflict of Interest Policy of the Foundation; (3) each agrees to comply with the Conflict of Interest Policy; and (4) each understands that the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

3. The execution of this Consent shall constitute a written waiver of any notice required by the Washington Business Corporation Act and this Foundation's Articles of Incorporation and Bylaws.

DATED this 25 day of May, 2009 to be effective beginning July 1, 2009.

May, 2009
Date Signed

[signature]
Richard A. Galanti, Director

May 25, 2009
Date Signed

Barrie Galanti
Barrie Galanti, Director

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Each of the undersigned hereby certifies that: (1) Each has received a copy of the Conflict of Interest Policy of the Foundation; (2) each has read and understands the Conflict of Interest Policy of the Foundation; (3) each agrees to comply with the Conflict of Interest Policy; and (4) each understands that the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Nov. 11, 2009	
Date Signed	Richard A. Galanti, Director, President and Treasurer
Nov. 25 2009	Barrie Galanti
Date Signed	Barrie Galanti, Director, Vice President
Nov. 2009	
Date Signed	Daniel M. Asher, Secretary

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THE RICHARD & BARRIE GALANTI FOUNDATION

CONFLICT OF INTEREST POLICY

ARTICLE 1

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Foundation") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE 2

Definitions

2.1 **Interested Person**

Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, any of the following:

2.2.1 An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement;

2.2.2 A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement; or

2.2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3.2 of Article 3, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE 3

Procedures

3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

3.3.1 An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

3.3.2 The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3.3.3 After exercising due diligence, the governing board or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

3.3.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Foundation's best interest, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 **Violations of the Conflict of Interest Policy**

3.4.1 If the governing board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

3.4.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 4

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

4.1 The names of the person who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decisions as to whether a conflict of interest in fact existed.

4.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE 5

Compensation

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to the member's compensation.

5.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 6

Annual Statements

Each Director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

6.1 Has received a copy of the conflict of interest policy;

6.2 Has read and understands the policy;

6.3 Has agreed to comply with the policy; and

6.4 Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 7

Periodic Review

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

7.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

7.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE 8

Use of Outside Experts

When conducting the periodic reviews as provided for in Article 7, the Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

THE RICHARD & BARRIE GALANTI FOUNDATION

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AMENDED BYLAWS

OF

THE RICHARD & BARRIE GALANTI FOUNDATION

Effective as of midnight, June 30, 2009

AMENDED BYLAWS

OF

THE RICHARD & BARRIE GALANTI FOUNDATION

ARTICLE 1

OFFICES

The principal office of THE RICHARD & BARRIE GALANTI FOUNDATION ("Foundation") shall be located at its principal place of business or such other place as the Board of Directors may designate. The Foundation 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 Foundation may require from time to time.

ARTICLE 2

MEMBERS

The Foundation shall have no Members.

ARTICLE 3

BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Foundation shall be managed by a Board of Directors (the "Board"). In addition to its other powers and authority, the Board of Directors shall have the full power. except as prohibited by the terms of any gift, devise, bequest, or other transfer, in its sole discretion, to change the form of any investment and, for that or other purposes of the Foundation, to dispose of any property held by the Foundation, make distributions according to the purpose of the Foundation, pay fees for administrative services provided to the Foundation, including legal and accounting fees, pay fees for maintenance and upkeep of the Foundation's website, and invest the Foundation's assets in a manner that will not jeopardize its ability to carry out the purpose of the Foundation. Notwithstanding the foregoing, the Board of Directors shall not have the authority to engage in activities that are inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the Foundation's status as an organization exempt from income tax.

3.2 Number

The Board shall consist of a minimum of one (1) and not more than nine (9) Directors (the "Directors"), the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by resolution of the Board (within the stated limits) or by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualification

Only RICHARD A. GALANTI, BARRIE GALANTI, their descendants, and the spouses of their descendants shall serve on the Board. Any Director may serve an unlimited number of terms, including successive terms, and shall not be disqualified by reason of having served previously as a Director.

3.4 Election and Appointment of Directors

3.4.1 Directors shall be elected at the annual meeting of the Board or at a special meeting of the Board called for that purpose.

3.4.2 Unless the Board is reducing the number of Directors as provided in these Bylaws, the Board shall appoint a successor Director to replace each Director whose term is ending.

3.4.3 If the Board increases the number of Directors as provided in these Bylaws, the Board shall appoint individuals as needed to fill the new Director positions. The Board may make any such appointment at any meeting of the Board.

3.4.4 The Board shall appoint an individual to fill a vacancy in the position of Director. The Board may do so any meeting of the Board by the affirmative vote of a majority of the Board even if less than a quorum of the Board is present at the meeting. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.5 Term of Office

Unless a Director dies, resigns, is removed or is otherwise incapable of serving as a Director, the term of each Director shall commence on the first day of the fiscal year following his or her appointment and shall continue until the last day of that fiscal year or if later, until a successor Director is appointed and qualifies as provided in these Bylaws.

3.6 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the principal office of the Foundation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective; provided however, that if the resignation would result in the Foundation having no Director or no Director capable of serving as such, the resigning Director shall continue to serve as a Director until a successor Director is appointed and qualifies as provided in these Bylaws.

3.7 Removal

At a meeting called expressly for that purpose, the Board may remove from office, with or without cause, one or more Directors as long as there is at least one Director remaining after the removal.

3.8 Annual Meeting

The annual meeting of the Board shall be held at such date and time in the fourth quarter of the Foundation's fiscal year as the President shall determine upon written notice to the Directors in the same manner as provided in Section 3.13 for Notice of Special Meetings. At the annual meeting, the Board shall elect officers for the following fiscal year and transact such other business as may properly come before the meeting. The actions of the Board with respect to the business of the annual meeting may be made in accordance with the provisions of Section 3.11 or Section 3.18.

3.9 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without any notice other than such resolution.

3.10 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any one or more of the Directors in office, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix the place, either within or without the State of Washington, and time for holding any special Board or committee meeting called by them. Notice of a special meeting shall be given as provided in Section 3.13.

3.11 Meetings by Telephone

Members of the Board 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. Participation by such means shall constitute presence in person at a meeting.

3.12 Place of Meetings

All meetings shall be held at the principal office of the Foundation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice sign by all Directors.

3.13 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be hand delivered or mailed to the Director at his or her address shown on the records of the Foundation. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the United States mail properly addressed with postage thereon prepaid.

3.14 Waiver of Notice

3.14.1 Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular special meeting of the Board need be specified in the waiver of notice of such meeting.

3.14.2 The attendance of a Director at a Board or committee meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.15 Quorum

A majority of the number of Directors shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the

Directors present may adjourn the meeting and set a date and time for the meeting to reconvene without further notice.

3.16 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the act of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.17 Presumption of Assent

A Director present at a Board meeting at which action on any Foundation matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards such dissent or abstention by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.18 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.19 Board Committees

3.19.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees. Only Directors may serve on any committee involved with the management of the Foundation. Such committees shall have and exercise the authority of the Directors in the management of the Foundation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any committee or any Director or officer of the Foundation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another foundation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Foundation; (f) authorize the voluntary dissolution of the Foundation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Foundation; or (h) amend, alter or repeal any resolution of the Board which by the resolution's terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law.

3.19.2 Advisory Committee

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more Advisory Committees. At least one Director shall serve on any Advisory Committee, and the chair of the Advisory Committee shall be a Director. Such Advisory Committees shall not have any management or decision making authority for the Foundation. The sole purpose of any Advisory Committee is to provide advice and information to the Board on issues, upon the request of the Board itself in establishing said Advisory Committee.

3.19.3 Quorum; Manner of Acting

A majority of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.19.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.19.5 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.20 <u>Compensation</u>

The Directors shall not receive any compensation for serving as a Director or officer of the Foundation. The Directors and members of any Advisory Committee may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

ARTICLE 4

OFFICERS

4.1 Number and Qualifications

The officers of the Foundation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board. A Vice President, and other officers and assistant officers may be elected or appointed by the Board. Such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The officers of the Foundation for the following fiscal year shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office commencing at the beginning of the fiscal year following his or her election and terminating at the end of the last day of that fiscal year or, if later, until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to either the President, a Vice President (if any), the Secretary or any Director, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office, with or without cause, by the Board whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification. creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

4.6.1 The President shall be the chief executive officer of the Foundation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Foundation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.6.2 In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. If the Foundation has no Vice President, the Chair of the Board, if any, shall serve as President until such time as the Board convenes to select a successor President.

4.7 Vice President

Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President of the Board.

4.8 Secretary

The Secretary shall be responsible for ensuring that minutes are recorded and maintained of meetings of the Board, and to the extent minutes are recorded of meetings of committees of the Board, that such minutes are maintained; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Foundation or appoint such person or entity as is appropriate to act as such custodian; ensure that records are kept of the name and address of each Director and each officer; if required, sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President of the Board.

4.9 Treasurer

The Treasurer shall have charge of and be responsible for all funds and securities of the Foundation; ensure that monies due and payable to the Foundation from any source whatsoever are properly received and that receipts are given for said monies; ensure that all such monies are deposited in the name of the Foundation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws or any resolution of the Board; and in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or the Board. If requested by the Board, at the Foundation's expense, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

4.10 Salaries

The salaries, if any, of the officers and agents shall be limited to reasonable compensation for services, as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be receive a salary if he or she is a Director of the Foundation. Officers and agents may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

ARTICLE 5

ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Foundation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Foundation shall be open at any reasonable time to inspection by any Director.

5.2 Accounting Year

The accounting year of the Foundation shall be the twelve months ending December 31.

5.3 Rules of Procedure

The Board shall appoint one Director to act as chair for any term selected by the Board. The chair of the Board, after consultation with the President of the Foundation, shall set the agenda for each Board meeting. The chair of the Board shall also set the rules of procedure for meetings of the Board, which rules shall be consistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6

AMENDMENTS

6.1 Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, by the affirmative vote of at least fifty-one percent (51%) of the Board of Directors.

The foregoing Amended Bylaws were adopted by the unanimous consent of the Directors dated May 25 2009, 2009, to be effective as of midnight, June 30, 2009.

Richard A. Galanti, President and Treasurer

Barrie Galanti

Barrie Galanti, Vice President

Daniel M. Asher, Secretary

G.\JDG\GALANTI BYL

Form **8868** (Rev April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless *you have already been granted an automatic 3-month extension on a previously filed Form 8868.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

COPY

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	RICHARD AND BARRIE GALANTI FOUNDATION	91-1728733
	Number, street, and room or suite no. If a P O. box, see instructions. C/O JEWISH FEDERATION OF GREATER SEATT 2031 3RD AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SEATTLE, WA 98121-2412	

Check type of return to be filed (file a separate application for each return)

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ JEWISH FEDERATION OF GREATER S

Telephone No ▶ 206 443-5400 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15 , 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ______ or
▶ [X] tax year beginning 01/01 , 2009 , and ending 06/30 , 2009 .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [X] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ NONE
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ NONE
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ NONE

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Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)