



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

EASTSIDE SOCIAL CONCERNS COUNCIL

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below:

U.B.I. Number: 601 455 284

Date: March 11, 1993

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol

Ralph Munro (handwritten signature)

Ralph Munro, Secretary of State

601 455 284

## ARTICLES OF INCORPORATION

OF

EASTSIDE SOCIAL CONCERNS COUNCIL

(A Washington Nonprofit Corporation)

FILED  
STATE OF WASHINGTON  
MAR 11 1993  
RALPH MUNRO  
"SECRETARY OF STATE"

The undersigned, acting as incorporator under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03), executes the following Articles of Incorporation:

## I. NAME

The name of the corporation shall be Eastside Social Concerns Council.

## II. DURATION

The duration of this corporation shall be perpetual unless dissolved by operation of law or otherwise.

## III. PURPOSES

The purposes for which this corporation is formed are:

1. To improve the quality of life for all on the Eastside, with the following priority issue areas:

- \* Housing in Crisis
- \* Hunger
- \* Health Care/Mental Health
- \* Cross-Cultural Relationships
- \* Liveable Income/Employment

2. To engage in other activities exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## IV. POWERS

In furtherance of its purposes, this corporation shall have all of the powers conferred upon nonprofit corporations by the provisions of RCW 24.03.035, subject to the following limitations: Since this corporation is irrevocably dedicated to and shall be operated exclusively for nonprofit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, no part of the net

earnings of this corporation shall be distributed to nor enure to the benefit of its members, directors, officers or other private persons; provided, however, that this corporation shall not be prohibited from paying reasonable compensation to its employees and/or independent contractors nor from paying reasonable consideration for goods and services. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. And, notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as it may be amended from time to time.

Subject to and without limiting the generality of the foregoing, this corporation is empowered:

1. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof;

2. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its activities, and to secure the same by mortgage, pledge or other lien on the corporation's property; and

3. To do and perform any and all acts reasonably necessary to accomplish the purposes of the corporation.

#### V. REGISTERED AGENT AND REGISTERED OFFICE

The name and address in the State of Washington of this corporation's initial registered agent is:

Terence P. Lukens  
Karr Tuttle Campbell  
411 - 108th Avenue N.E.  
Suite 1600  
Bellevue, Washington 98004

#### VI. DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of directors will be fixed by, or in the manner provided in, the Bylaws. Directors shall be elected, replaced and/or removed as set forth in the Bylaws.



Initially, this corporation shall have five (5) directors, as set forth below, who shall hold office and manage the affairs of the corporation from the date of its incorporation until the election and qualification of a successor or successors:

<u>NAME</u>	<u>ADDRESS</u>
Reverend David Hackett	1720 100th Avenue N.E. Bellevue, WA 98004
Joy Pocasangre	1805 167th N.E. Bellevue, WA 98008
Dorothy Scott	808 107th Avenue S.E. Bellevue, WA 98004
William Graden	2214 138th Avenue Bellevue, WA 98005
Patricia Meehan	10638 N.E. 13th Street Bellevue, WA 98004

#### VII. INCORPORATOR

The name and address of this corporation's incorporator is:

Terence P. Lukens  
Karr Tuttle Campbell  
411 - 108th Avenue N.E.  
Suite 1600  
Bellevue, Washington 98004

#### VIII. INTEREST OF OFFICERS, DIRECTORS OR OTHERS IN TRANSACTIONS WITH THIS CORPORATION

Any officer, director or member (hereinafter referred to generally as "interested persons") individually, or any firm of which any interested person is a partner, or any corporation of which any interested person may be an officer, director, employee or holder of any amount of its capital stock may be a party to or may be interested in any contract or transaction of this corporation and, in the absence of actual fraud, no such contract or other transaction shall be thereby affected, impeached or invalidated.

No interested person shall be liable to account to this corporation for any profit realized by him from or through any such transaction or contract provided that such contract or transaction shall be approved or ratified by the affirmative vote of directors who are not so interested constituting a majority of a quorum of directors present at a meeting of the board of directors of the corporation having authority in the premises.

Directors interested in any contracts or transactions of the types described in the foregoing paragraphs may be counted when present at meetings of the board of directors or of any committee for the purpose of determining the existence of a quorum to consider and vote upon any such contract or transaction.

#### IX. ELIMINATION OF DIRECTOR LIABILITY

A director shall have no liability to the corporation or its members, if any, 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 corporation 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.

#### X. INDEMNIFICATION

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law, including advancement of expenses, except that the corporation shall not indemnify a director against liability, damage, or expense resulting from the director's gross negligence.

#### XI. DISTRIBUTION OF ASSETS AT DISSOLUTION

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization and returning, transferring or conveying assets required by dissolution to be returned, transferred or conveyed, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the United States Internal Revenue Code.



DATED this 5th day of March, 1993.

Terence P. Lukens  
Terence P. Lukens, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Terence P. Lukens, hereby consent to serve as registered agent in the State of Washington for this corporation. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Terence P. Lukens  
Terence P. Lukens, Registered Agent

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