



DOMESTIC



2-320900-0
FILE NUMBER

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of EDMONDS COMMUNITY COLLEGE FOUNDATION

a domestic corporation of Lynnwood, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
Dr. Robert E. Sarvis
Edmonds Community College
20000 - 68th Avenue West
Lynnwood, WA 98036

Filing and recording fee \$ NON PROFIT
License to June 30, 19____ \$ _____
Excess pages @ 25c \$ _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

May 4, 1982

Microfilmed, Roll No. 1627

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ARTICLES OF INCORPORATION

MAY 4 1982

SECRETARY OF STATE
STATE OF WASHINGTON

of

EDMONDS COMMUNITY COLLEGE FOUNDATION

ARTICLE I. Name

The name of this nonprofit Foundation shall be EDMONDS COMMUNITY COLLEGE FOUNDATION.

ARTICLE II. Duration

The duration of this Foundation shall be perpetual.

ARTICLE III. Purposes

The Foundation is organized in order to operate exclusively for the purposes of promoting, supporting, maintaining, developing, increasing and extending educational offerings and the pursuit thereof at or in connection with Edmonds Community College; and, in the furtherance of the foregoing, to conduct any and all scientific, technical, literary, charitable and educational activities permitted both to an organization exempt under Section 501(c) (3) of the Internal Revenue Code, or acts amendatory thereof or supplementary thereto, and by chapter 24.03 RCW, as now or hereafter amended.

The phrase "educational offerings" as used in this article shall be construed to mean and include all activities designed to facilitate and/or enhance the cultural, educational, living and operational conditions at Edmonds Community College; establish, acquire, maintain, enlarge and expand the curriculums, services, faculty, staff and the real or personal properties of Edmonds Community College; and provide financial or other assistance to the students, faculty and staff of Edmonds Community College in their efforts to acquire an education.

The primary objective and purpose of the Foundation is to create and found a charitable, educational, not-for-profit foundation for the sole benefit of Edmonds Community College, Lynnwood, Washington, to assist, strengthen and further in every proper and useful way the purposes, work and services of the college, and to develop, enhance and utilize the ties of interest, concern and affections existing between the college and its alumni and friends throughout the state and nation.

ARTICLE IV. Limitations

The Foundation shall be a nonprofit corporation and shall not have or issue shares of stock. No dividends shall be paid, nor shall any part of its net earnings inure to the benefit of any private individual, officer or member of the Foundation. Upon dissolution of the Foundation as provided for by law, all the remaining assets of the Foundation shall be distributed to any other foundation which satisfies the requirements of Article III hereof, and which

also qualifies for exemption under the provisions of Section 501(c) (3) of the Internal Revenue Code, or acts amendatory thereof or supplementary thereto; or to Edmonds Community College.✓

No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; nor shall the Foundation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles of incorporation, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on by (A) an organization exempt under Section 501(c) (3) of the Internal Revenue Code or acts amendatory thereof or supplementary thereto; or (B) an organization, contributions to which are deductible pursuant to Section 170(c) (2) of the Internal revenue Code or acts amendatory thereof or supplementary thereto.

ARTICLE V. Powers

The Foundation shall have, in furtherance of the purposes set forth in Article III hereof, all of the powers and authority which a nonprofit corporation formed and existing under the laws of the State of Washington (chapter 24.03 RCW as now or hereafter amended) may now or hereafter lawfully exercise and possess.

These powers specifically include the authority to:

1. Design and implement such programs and procedures among all Edmonds Community College constituents as to persuade continuous and special philanthropic support and benefactions to further the purposes of the Corporation for the benefit of the entire college.
2. Establish rules, regulations and procedures for the necessary management of all affairs of the Corporation in consonance with the laws and regulations described in Section 501(c) (3) of the Internal Revenue Code of 1954, or acts amendatory thereof or supplementary thereto.
3. Apply for and aid in the processing of applications for patents and copyrights; receive or purchase patents and copyrights, inventions, processes and discoveries; hold, manage, use and develop the same; sell, license or otherwise dispose of the same; and collect royalties thereon.
4. Accept, hold, administer, invest and disburse such funds and properties of any kind or character as from time to time may be given to it by persons or corporations absolutely or in trust, as the case may be; employ and retain proper employees, agents, experts, consultants, accountants, counselors, advisers and investment advisers for the proper accepting, holding, administering, investing and disbursing of such funds and properties of any kind or character; and in general do all things that may appear necessary and useful in accomplishing these purposes.

5. Use all assets and earnings of the Corporation exclusively for educational purposes including the payment of expenses necessarily incident theretop; and no part of such assets and earnings shall inure to the benefit of any employee, officer or member of the Foundation or of any other individual, except in payment of reasonable compensation for services actually rendered or expenses necessarily incurred.
6. Have the authority, and it shall be its duty, to hold and apply the corpus and income of any donation, grant, devise or bequest, or any part thereof in such manner as may have been stipulated or provided in the instrument creating such donation, grant, devise or bequest.
7. Have authority to sell, mortgage, pledge, lease or exchange all or any part of the real or personal property or funds of the Corporation, unless otherwise specifically provided in its creating instrument, at such prices and upon such terms and conditions as it may deem best; and it may invest and reinvest its funds in any such loans or securities, or in any such real or personal property as it may deem suitable for the investment for trustees under the laws of the State of Washington.
8. Have full power and authority to purchase, lease, accept as a gift, bequest or devise, or otherwise acquire any real or personal property to be held, administered or used in any way whatsoever for the benefit of Edmonds Community College, or to assist the college in the fulfillment of its educational purposes; and to that end the Foundation shall have full power and authority to hold, own, control, handle, administer or operate any such real or personal property, including the operation of any business connected with or incident to the ownership or control of such property, and to sell, lease, pledge, mortgage, exchange or otherwise dispose of any such property at such prices and upon such terms and conditions as it may deem best.
9. Borrow money and make and issue bonds, notes, contracts and other evidence of indebtedness therefor, and, by the proper resolution duly adopted by a majority vote of all the members of the Board of Directors, to secure payment thereof by authority provided above.
10. Engage in and disburse any part of or all of its funds, both income and principal, for any and all lawful activities permitted by the laws and regulations governing tax-exempt charitable corporations at that time, and which may be necessary or incidental to the furtherance of the purposes of this Foundation.
11. Use reasonable portions of its funds and income therefrom to pay the administrative expenses of the operation of the Foundation.
12. Delegate by a majority vote of that body to any person, committee, or council the power to accept or to decline gifts in any form, real or personal property in any form, endorsements or legacies in any form, or bequests in any form on behalf of the Foundation.

The Board of Governors and/or the Executive Committee shall not delegate its power to select its directors, to approve its budget, or to allocate its funds.

ARTICLE VI. Directors

The initial board of directors, hereafter called Board of Governors, shall be eleven (11), who shall by majority vote manage the affairs of the Foundation for a period of one (1) year from the date of issuance of the certificate of incorporation or until their successors are duly chosen and qualified. The names and addresses of the persons who are to serve as the initial governors are as follows:

<u>Name</u>	<u>Address</u>
Chester Bennett	843 Bell Street, Edmonds, Washington
Dean Echelbarger	555 Alder Street, Edmonds, Washington
John Fluke, Sr.	P.O. Box C-9090, Everett, Washington
Barbara Michelson	1107 12th Avenue N, Edmonds, Washington
Terry Mix	Box E, Lynnwood, Washington
Robert R. Pantley	51 W Dayton Street, Edmonds, Washington
Robert L. Percival	17615 SE Cougar Mtn. Rd. Issaquah, Washington
Bernard J. Sigler	19721 Scriber Lake Road, Lynnwood, Washington
Manu Sood	6405 222nd SW, Mountlake Terrace, Washington
Thomas Strickland	929 Cary Road, Edmonds, Washington
W. E. Wise	15821 52nd W, #2, Edmonds, Washington

Any governor may be removed from office for any cause by a majority vote of the Board of Governors at any regular or special meeting of the Foundation.

The appointment, ultimate number of, duties and terms of the Board of Governors, including governors so designated as being honorary, emeriti and ex officio (without vote), which may include the board of trustees of Edmonds Community College, shall be as provided in the bylaws of the Foundation.

ARTICLE VII. Membership in the Foundation

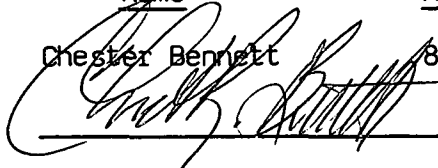
The Board of Governors may provide for the establishment and selection of members of the Foundation under such terms and conditions as set forth in the by laws.

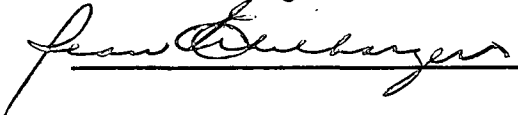
ARTICLE VIII. Indemnification

Every person who is or has been a governor, officer, employee, member or agent of this Foundation shall be indemnified and held harmless by the Foundation from any claim, action or proceeding which may be brought against such person for activities in which such person engaged in good faith while associated with the Foundation.

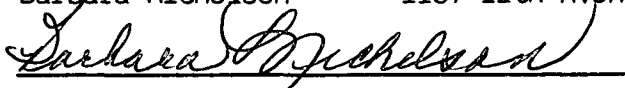
ARTICLE IX. Incorporators

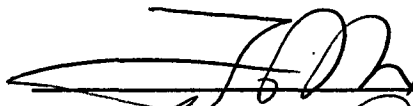
The names and addresses of the incorporators of this nonprofit foundation are:

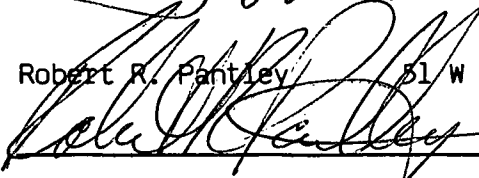
<u>Name</u>	<u>Address</u>	
Chester Bennett 	843 Bell, Edmonds	778-2939 (res) 776-0139 (bus)

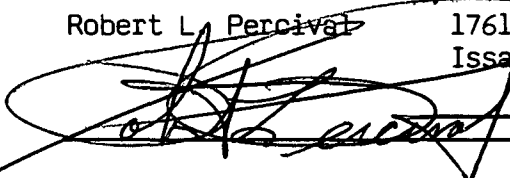
Dean Echelbarger 	555 Alder Street, Edmonds	778-2075 (res) 774-0205 (bus)
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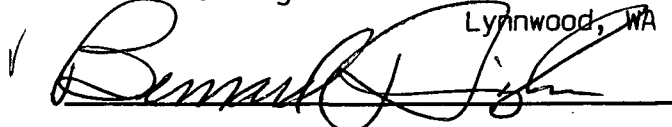
John Fluke, Sr.	P.O. Box C-9090, Everett 98206	
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Barbara Michelson 	1107 12th Avenue N, Edmonds	778-1627 (res)
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Terry Mix 	Seattle First National Bank Lynnwood Branch, P.O. Box E, Lynnwood	775-6411 (bus)
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Robert R. Pantley 	51 W Dayton St., #301, Edmonds	774-4388 (bus)
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Robert L. Percival 	17615 SE Cougar Mtn. Dr. Issaquah 98027	746-5418 (res)
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Bernard J. Sigler 	19721 Scriber Lake Rd., Lynnwood, WA 98036	
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Manu Sood 	6405 222nd SW, Mountlake Terrace	774-5548 (res)
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Thomas Strickland

929 Cary Road, Edmonds

778-0434 (res)

Wally (W. E.) Wise

15821 52nd Ave. W, #2, Edmonds

743-6659 (res)
771-3247 (bus)



ARTICLE X. Registered Office and Registered Agent

The registered office of the Foundation, unless changed by resolution of the Board of Governors, shall be located at the library on the campus of Edmonds Community College, at the following address:

Registered Office
Edmonds Community College Foundation
Edmonds Community College
20000 - 68th Avenue West
Lynnwood, WA 98036

The name and address of the Foundation's registered agent, unless changed by resolution of the Board of Governors, shall be:

Name

Address

Robert E. Sarvis

Same as office address in Article X

ARTICLE XI. Bylaws

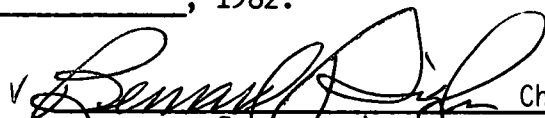
The authority to make, alter, amend, or repeal the bylaws of the Foundation is vested in its board of governors, and such power may be exercised in either a regular or special meeting of the board of governors. The bylaws may contain any provision for the regulation and management of the Foundation's affairs not inconsistent with the law or these articles of incorporation.

ARTICLE XII. Amendment

The Foundation reserves the right to amend, alter, change or repeal any provision contained within these articles of incorporation in a manner now or hereafter prescribed by the laws of the State of Washington.

IN WITNESS WHEREOF I have executed this agreement this

_____ day of _____, 1982.

 Chrmn,
Incorporators

STATE OF WASHINGTON)
) ss.
County of King)

On this 13th day of April, 1982, before me, a notary public in and for the State of Washington, personally appeared Chester Bennett, Dean Echelbarger, Barbara Michelson, Terry Mix, Robert Pantley, Robert Percival, Manu Sood, Bernard Sigler, and Wally Wise to me personally known to be the persons described in and who executed the foregoing "Articles of Incorporation," and who did acknowledge and verify that they executed the same freely and voluntarily for the uses and purposes therein mentioned, and who on oath stipulated that they were authorized to execute said articles.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

Lair D. Maibaum
Notary Public in and for the
State of Washington,
residing at Seattle, Washington