

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

RIDGEFIELD LIONS CHARITIES

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

UBI Number: 601 788 511

Date: April 21, 1997



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

RALPH H. MUNRO

Ralph Munro, Secretary of State

2-556289-3

601 788 511

**ARTICLES OF INCORPORATION
OF
RIDGEFIELD LIONS CHARITIES
a Non-Profit Corporation**

**FILED
STATE OF WASHINGTON
APR 21 1997
RALPH MUNRO
SECRETARY OF STATE**

KEN McALLISTER, 3308 NE 269th Street, Ridgefield, WA 98642, hereby incorporates this non-profit corporation as follows:

ARTICLE I

Application of RCW Chapter 24.03

The corporation elects to have RCW 24.03 and the provisions thereof apply to this corporation.

ARTICLE II

Name

The name of this corporation is RIDGEFIELD LIONS CHARITIES, a non-profit corporation.

ARTICLE III

Duration

The period of duration of the corporation is perpetual.

ARTICLE IV

Purposes

4.1 The purposes for which this corporation is to be formed are for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), and in this connection to solicit, collect, and otherwise raise money for charitable purposes; to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes either directly or by contributions to other agencies, organizations, or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable organizations in the community of Ridgefield and the county of Clark, state of Washington, by cooperating with and assisting such organizations, and by receiving by gift, Will, or otherwise, money or other proper means and by distributing it as may be deemed best for the promotion of charity in such communities;

and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

4.2 This corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers. No 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 (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, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE V

Powers

The corporation shall have and exercise all powers consistent with the laws of the State of Washington now in force or hereafter enacted which its Board of Directors deems necessary to carry out the purposes for which this corporation is formed in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VI

Registered Office and Registered Agent

The corporation designates 3308 NE 269th Street, Ridgefield, WA 98642, as its registered office. The corporation designates KEN McALLISTER as its registered agent at such address.

ARTICLE VII

Board of Directors

7.1 The management of this corporation shall be vested in a Board of Directors. The number of directors shall be not less than three (3). The initial directors shall be:

KEN McALLISTER, 3308 NE 269th Street, Ridgefield, WA 98642
STEVE GARROTT, P.O. Box 247, LaCenter, WA 98629
DON LASHER, 1516 NW 189th Street, Ridgefield, WA 98642
DENNIS W. KREGER, 5301 NW 289th Street, Ridgefield, WA 98642
BRYAN VASBINDER, 13013 NE 12th Avenue, Vancouver, WA 98685

7.2 The directors of this corporation shall be the directors of the Ridgefield Lions Club and their term as director in this corporation shall be concurrent with their term as director of the Ridgefield Lions Club.

ARTICLE VIII

Limitation of Director Liability

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except (a) insofar as the monetary damages are covered by liability insurance, or (b) for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, or (ii) 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 amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended, except insofar as the liability of the director is covered by liability insurance. Any repeal or modification of the foregoing paragraph by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX

Amendments

The corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

ARTICLE X

Indemnification

Except to the extent the liability, damage, or expense is covered by insurance, the corporation shall indemnify directors and volunteers against all liability, damage, or expense resulting from the fact that such person is or was a director or a volunteer, to the maximum extent and under all circumstances permitted by law; except that the corporation shall not indemnify a director or volunteer against liability, damage or expense resulting from such person's gross negligence.

ARTICLE XI

Dissolution

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the

corresponding provision of any future United States Internal Revenue law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Membership

The members of this corporation shall be the members of the Ridgefield Lions Club. Their membership in this corporation shall begin and end with their membership in the Ridgefield Lions Club.

ARTICLE XIII

Transactions Involving Directors

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

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

DATED this 28th ^{Kim-} day of March, 1997.

Ken McAllister
KEN McALLISTER, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, KEN McALLISTER, do hereby consent to serve as registered agent for RIDGEFIELD LIONS CHARITIES, a non-profit corporation.

DATE: March 24 ^{Km}, 1997.

Ken McAllister
KEN McALLISTER
Registered Agent

Address of Registered Agent:

3308 NE 269th Street
Ridgefield, WA 98642