

ARTICLES OF INCORPORATION
OF
NORTHWEST WASHINGTON ESTATE PLANNING COUNCIL

FILED
JAN 30 1987
SECRETARY OF STATE
WASHINGTON

THE UNDERSIGNED, in order to form a non-profit corporation under the provisions of the Washington Non-Profit Corporation Act (Revised Code of Washington 24.03), hereby signs and verifies the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation is NORTHWEST WASHINGTON ESTATE PLANNING COUNCIL.

ARTICLE 2: TERM

The duration of the corporation shall be perpetual.

ARTICLE 3: PURPOSES, POWERS & LIMITATIONS

Section 1 - Purposes.

This corporation is organized exclusively for the following charitable purposes: to promote the interest of its members through group study and discussion of the applicable principles and procedures available to the transfer of property by gift, bequest or devise, to foster intelligent cooperation and understanding of the relationships among estate planning professionals and to enable its members to improve service to their clients and the general public in the area of estate planning.

Section 2 - Powers.

This corporation shall be empowered to do any and all acts or things authorized by the Washington State Non-Profit Corporation defining the general powers of non-profit corporations, provided, that this corporation shall be operated exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States revenue law).

Section 3: Limitations.

3.1 The corporation is non-profit, shall have no capital stock, and no part of its net earnings shall inure to the benefit of any trustee or officer of the corporation, or any private individual.

3.2 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 (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3.3 The corporation shall distribute its income for each tax 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3.4 The corporation shall not:

(a) engage in any active self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;

(b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;

(c) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; or

(d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE 4: REGISTERED OFFICE & AGENT

The address of the initial registered office of the corporation is as follows: 300 North Commercial, P.O. Box 816, Bellingham, Washington, 98225. The name of the original registered agent of the corporation at the above address is Dennis R. Williams.

ARTICLE 5: MEMBERS

This corporation shall have no members; it shall be directed by the Board of Directors who shall elect officers of the corporation in accordance with the provisions of the By-Laws hereafter to be adopted.

ARTICLE 6: BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is nine (9), and the names and addresses of the persons who are to serve as the initial Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Dennis R. Williams | 300 N. Commercial Bellingham, Washington 98225 |
| Laurie A. Lloyd | Bellingham National Bank Trust Dept. BNB Building Bellingham, Washington 98225 |
| Penny S. Zehnder | 119 N. Commercial Bellingham, Washington 98225 |
| Jack L. Curnow | 708 Iowa Bellingham, Washington 98226 |
| Ross Abbe | P. O. Box 306 Bellingham, Washington 98227 |
| Robert A. Wilcox | P. O. Box 409 Sedro Woolley, Washington 98284 |
| James E. Bolduc | 1910 Riverside Drive, Suite 7 Mount Vernon, Washington 98273 |
| Calvin H. Mann | 1914 Lakeside Drive Bellingham, Washington 98226 |
| Laura L. Nulle | 1500 Cornwall Avenue Bellingham, Washington 98225 |

ARTICLE 7: INDEMNIFICATION OF DIRECTORS

To the full extent permitted by the Washington Business Corporation Act, this corporation shall indemnify any director or officer of the corporation against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceedings, civil or criminal, in which said person has been made a party by reason of being or having been such director or officer (except in relation to matters as to which he or she shall be adjudged to be liable for negligence or misconduct in the performance of duty to the corporation) and it is authorized to make any other indemnification that may be authorized by the By-Laws or resolution of the Board of Directors.

ARTICLE 8: DISSOLUTION

In the event of liquidation or dissolution of the corporation, whether voluntarily or involuntarily or by operation of law, the remaining

CONSENT TO SERVE AS REGISTERED AGENT

I, DENNIS R. WILLIAMS, hereby consent to serve as Registered Agent, in the State of Washington, for the following corporation, NORTHWEST WASHINGTON ESTATE PLANNING COUNCIL. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this 22^d day of January, 1987.



Dennis R. Williams, Registered Agent

BRETT & DAUGERT
300 North Commercial Street
P. O. Box 816
Bellingham, Washington 98225