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SECRETARY OF STATE
SAM REED

JUNE 10, 2011

STATE OF WASHINGTON

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ARTICLES OF INCORPORATION
OF
ROTARY CHARITIES OF MOSES LAKE

ARTICLE 1

NAME

The name of this Corporation is Rotary Charities of Moses Lake.

ARTICLE 2

DURATION/FORMATION

This Corporation has perpetual duration and succession in its corporate name and is formed under the provisions of the Washington Nonprofit Corporation Act, RCW Ch. 24 03, as coordinated with Washington Business Corporation Act, Title 23B (both herein, "the Act").

ARTICLE 3

PURPOSES, LIMITATIONS AND POWERS

1. Purposes The purposes for which this Corporation is formed and shall conduct its affairs are as follows:

- A. To operate exclusively for charitable and educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended or hereafter recodified ("§501(c)(3)"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3).
- B. To the extent not inconsistent with the foregoing, to make donations and grants to municipalities, educational institutions and youth activity centers within the greater Moses Lake area to foster community development and educational facility improvements and excellence, particularly where public or private funding is inadequate for those purposes and to engage in any other business, trade or activity which may lawfully be conducted by a Washington nonprofit corporation pursuant to the Act.

DANO LAW FIRM, P.S.

2. Limitations

- A. This Corporation shall have no capital stock and shall not pay dividends.
- B. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its Directors and Officers, or other private persons, except to the extent permitted to a §501(c)(3) organization, provided that to the extent not inconsistent with the foregoing, this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 3.
- C. Except to the extent permitted a §501(c)(3) organization, no Member, Director or Officer of this Corporation, nor any private individual shall be entitled to share in the distribution of any of the assets of this Corporation upon dissolution or the winding up of its affairs.
- D. Upon the dissolution of this Corporation, the Director shall, after paying or making provision for the payment of all liabilities of this Corporation, dispose of all assets of this Corporation exclusively for the purposes of this Corporation in such manner, or to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of IRC §501(c) or shall be distributed to the federal government, or to a state or local government, or for a public purpose. Any assets not so disposed of shall be disposed of by the Superior Court of the State of Washington in any county in which the principal office of this Corporation is then located, exclusively for one or more such exempt purposes or to such organization or organizations which are organized and operated exclusively for such purposes as said Court shall determine.
- E. Except as may be permitted a §501(c)(3) organization, no substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office.
- F. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on [a] by a corporation

exempt from federal income tax under §501(c)(3), or [b] by organizations contributions to which are deductible under §170(c)(2) of the Code.

3 Powers In general, and subject to such limitations and conditions as are or may be prescribed by law, these Articles or the Bylaws of this Corporation ("Bylaws"), this Corporation shall have all powers and the authority to exercise all such powers which are now, or are hereafter conferred by law (state and federal) upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of this Corporation.

ARTICLE 4 **DIRECTORS**

1. Management. The management of this Corporation shall be vested in an initial Board of Directors ("Board") consisting of five Directors.

2. Qualifications. The number, qualifications, terms of office, manner of election, time and place of meetings and powers and duties of Directors shall be such as are prescribed by the Bylaws.

3. Initial Directors. The names and addresses of the Directors who shall first manage the affairs of this Corporation until their successors are elected and qualified unless they resign or are removed are:

A. Randal Dickinson
4084 Cove West Drive
Moses Lake, WA 98837

Richard F. Hanover
9304 Benjamin Way SE
Moses Lake, WA 98837

Frederick C. Skinner
575 Edgewater Lane
Moses Lake, WA 98837

Regan D. Bonato
P.O. Drawer E
Moses Lake, WA 98837

David J. Campbell
8852 Dune Lake Road SE
Moses Lake, WA 98837

4. Removal of a Director At a meeting called expressly for that purpose, any Director may be removed with or without cause by a majority vote of the Board, excluding the Director sought to be removed.

ARTICLE 5

NO MEMBERS

There shall be no Members of this Corporation.

ARTICLE 6

REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the initial registered agent and registered office of this Corporation are as follows:

Regan D. Bonato
1734 West Marina Drive
P.O. Box 525
Moses Lake, WA 98837

ARTICLE 7

AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles by the affirmative vote of a majority of the Board

ARTICLE 8

AMENDMENT TO BYLAWS

The power to alter, amend and repeal the Bylaws or any provision thereof and adopt new Bylaws shall be vested exclusively in the Board and may be exercised at any regular or special meeting of the Board called for that purpose.

ARTICLE 9

INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation may indemnify each Director or Officer or former Director or Officer of this Corporation, or any person who may have served at the request of this Corporation as a director or officer of another corporation, whether for profit or not for profit, to the extent

permitted by the Act against expenses actually and necessarily incurred by such Director or Officer in connection with the defense of any action, suit or proceeding in which such Director or Officer is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which such Director or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence in the performance of the act creating liability. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under the agreement, vote of the Board or otherwise; provided that, in all cases where indemnification is to be made it has been determined specifically by this Corporation or any Court having jurisdiction in the manner provided by law that indemnity is proper and lawful in that specific case.


ARTICLE 10

INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

A. Randal Dickinson
P O. Box 525
Moses Lake, WA 98837

IN WITNESS WHEREOF the Incorporator has hereunto set his hand this 29 day
APRIL, 2011.


A. Randal Dickinson, Incorporator

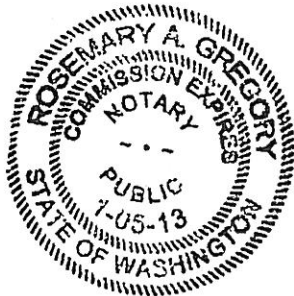
STATE OF WASHINGTON)
) ss.
County of Grant)

A. Randal Dickinson, being first duly sworn upon oath, deposes and says:

I am the Incorporator of this Corporation named in the above Articles of Incorporation I have read the foregoing Articles of Incorporation, know the contents thereof and believe the same to be true.

A Randal Dickinson
A. Randal Dickinson

SIGNED AND SWORN to before me on April 29, 2011, by A Randal Dickinson



Rosemary A. Gregory
Notary Public
My Appointment Expires: 1-5-13