

ARTICLES OF INCORPORATION
of LACEY SISTER CITIES ASSOCIATION

We the undersigned, desiring to form a corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), adopt the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of this corporation is "Lacey Sister Cities Association."

ARTICLE II: DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III: PURPOSES

The objects and purposes for which this Corporation is established shall not be changed and shall be educational, cultural, sports, trade, technical and governmental and in the furtherance of such purposes.

- A. To cause the people of the City of Lacey and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.
- B. To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Lacey and the people of similar cities of other nations.

- C. To undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate educational, cultural, sports, trade, technical and governmental activities.
- D. To participate as an association in promoting, fostering and publicizing state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of U.S. communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of U.S. communities and peoples of nations outside of the United States of America and to act as a coordinating body, committee, agency or counsel among those organizations, groups and individuals designing to and engaging in the activities of such international municipal cooperation organizations.

ARTICLE IV: POWERS

In order to accomplish its objective, the Corporation shall have the following powers, which shall be deemed to be in furtherance and not in limitation of the general powers conferred upon educational, cultural, sports, trade, technical and governmental corporations under the laws of the State of Washington.

- A. To receive, acquire, hold, own, manage, administer, invest and reinvest any and all moneys, securities, evidences of indebtedness or other property, real or personal, as may from time to time be given, sold, transferred, rented, conveyed or assigned to it by any person, firm, committee, association or corporation; to take by devise or bequest or otherwise, or in any manner

granted or conveyed to it; to exercise, in respect to any and all such property, any and all rights, powers and privileges of individual ownership; from time to time to pay, apply or otherwise utilize the principal and income thereof but only for the purposes for which the Corporation is formed.

- B. To purchase, or otherwise acquire, hold, sell, lease, convey, mortgage or otherwise dispose of real and personal property or any interest therein.
- C. To cooperate with or engage the services of any person, firm, association, corporation, government or public agency which may assist in carrying out the corporate purposes, and in furtherance of such purposes to grant financial or other voluntary assistance thereto.
- D. To enter into affiliations, contracts, agreements, undertaking or otherwise within the limitations provided by law.
- E. To do any and all things which may be necessary or proper in connection with its purposes.

ARTICLE V: PROFIT

The corporation is not organized for pecuniary profit; it shall not have any power to issue certificates of stock or declare dividends; no part of its net earning shall inure to the benefit of any private member or individual; and no officer, member or employee shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the Corporation, except a reasonable compensation for the services in effecting one or more of its purposes.

ARTICLE VI: INDEMNIFICATION

Each director or officer now or hereafter serving the corporation shall be indemnified by the corporation against all costs, expenses, judgments and liabilities arising out of the director or officer's position with the corporation. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law.

The Corporation shall NOT indemnify the director or officer: in relation to matters as to which such director or officer shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for intentional misconduct in the performance of such person's duty as such director or officer; for committing a knowing violation of law; or for any transaction from which the director or officer received a benefit in money, property, or services to which the director or officer is not legally entitled

ARTICLE VII: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine.

ARTICLE VIII: MEMBERS

The members of the Corporation shall be composed of such individuals as may be admitted to membership in the manner prescribed by the Bylaws of the Corporation.

ARTICLE IX: REGISTERED AGENT

The initial registered agent of the Corporation is Michael C. Beehler; his address is 7308 Fair Oaks Rd. SE Olympia, WA 98513.

ARTICLE X: REGISTERED OFFICE

The initial registered office of the Corporation is to be located at : 7308 Fair Oaks Rd. SE Olympia, WA 98513.

ARTICLE XI: INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

Michael C. Beehler, 7308 Fair Oaks Rd. SE Olympia, WA 98513

Dina Myers, 3713 Madrona Ct. SE, Lacey, WA 98503

Eva Harmony, 629 Wilson St. SE, Olympia, WA 98501

ARTICLE XII: DIRECTORS

The number of directors of the Corporation, until the first meeting of the Corporation, shall be at least three. The names and addresses of these persons who are to act in the capacity of directors until the selection of their successors are:

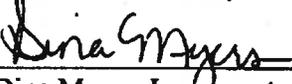
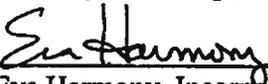
Michael C. Beehler, 7308 Fair Oaks Rd. SE Olympia, WA 98513

Dina Myers, 3713 Madrona Ct. SE, Lacey, WA 98503

Eva Harmony, 629 Wilson St. SE, Olympia, WA 98501

ARTICLE XIII: BOARD OF DIRECTORS

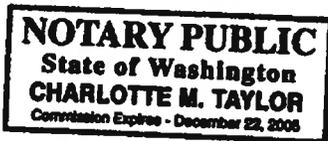
The Board of Directors of the Corporation shall be elected in the manner prescribed by the Bylaws of the Corporation, and they shall have power to make Bylaws for the governance of the Corporation and to alter, change or amend such Bylaws.

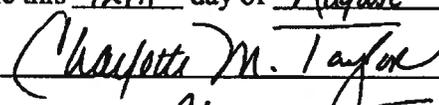
	
Michael C. Beehler, Incorporator	8-11-04
_____	_____
	
Dina Myers, Incorporator	8-6-04
_____	_____
	
Eva Harmony, Incorporator	8/12/04
_____	_____

STATE OF WASHINGTON)
) ss
COUNTY OF THURSTON)

On this ^{6th}~~11th~~^{12th} day of August, 2004, before me, the undersigned, a Notary Public in and for the State of Washington, duly commission and sworn, personally appeared Michael C. Beehler, Dina Myers and Eva Harmony, known to me and who signed the foregoing instrument and acknowledged the said instrument to be their free and voluntary act and deed, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute the said instrument.

Signed and sworn to before me this 12th day of August, 2004.





Print name Charlotte M. Taylor
Notary Public in and for the State of Washington
Residing at Lacey WA
Appointment expires: December 22, 2005

CONSENT TO SERVE AS REGISTERED AGENT

I, Michael C. Beehler, consent to serve as registered agent of Lacey Sister Cities Association. I understand that it will be my responsibility to accept Service of Process for Lacey Sister Cities Association; to forward mail to Lacey Sister Cities Association; and to immediately notify the Office of the Secretary of State if I resign or change the registered address of Lacey Sister Cities Association.

DATED this 11TH day of August, 2004.



Michael C. Beehler
Registered Agent

Name: Michael C. Beehler
Address: 7308 Fair Oaks Rd. SE
Olympia, WA 98513