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STATE OF WASHINGTON

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ARTICLES OF INCORPORATION OF

Mastate Charitable Foundation

A Nonprofit Corporation

The undersigned person, acting as incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03, et seq), adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Mastate Charitable Foundation.

ARTICLE II

CORPORATE TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSES AND POWERS

The corporation is organized exclusively for charitable, scientific, and educational purposes, including, for such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). 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 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation may exercise any of the powers granted by the statutes of the State of Washington to Nonprofit corporations, including RCW 24.06.030, *et seq.*, and may do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be 411 25th Avenue East, Seattle, Washington 98112. The name of the registered agent shall be Susan M. Bolton.

ARTICLE V

MEMBERSHIP

The corporation shall not have membership or members.

ARTICLE VI

INUREMENT OF BENEFITS, DISTRIBUTION OF CORPORATE ASSETS

No part of the earnings of the corporation shall ever inure to the benefit of, or be distributable to, its donors, members, directors, trustees, officers, or to any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of

by the Superior 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 VII

BOARD OF DIRECTORS

The business affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified in the Bylaws. A director of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for conduct violating RCW 23B.08.310; or (iii) for 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. Any repeal or modification of the foregoing by the directors 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. The first Board of Directors shall consist of 3 members who shall serve as members of the Board of Directors until their successors are elected and qualified, unless they earlier resign or are removed. These Directors are:

Susan M. Bolton, Charles L. Henry and Timothy O'Hara.

ARTICLE VIII

INDEMNIFICATION

The corporation has the power to indemnify, and to purchase and maintain insurance for its

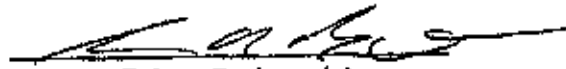
CONSENT TO SERVE AS REGISTERED AGENT

I, Susan M. Bolton, consent to serve as Registered Agent, in the State of Washington, for the following corporation,

Mastate Charitable Foundation.

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 8 day of September 2004.


Susan M. Bolton, Registered Agent