

UNITED STATES OF AMERICA

The State of  Washington
Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

MY FRIENDS PLACE

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 9/9/2008

UBI Number: 602-862-658

APPID: 1250539



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

Sam Reed, Secretary of State

602 862 658

My Friends Place
ATTACHMENT A
Form 1023, Part II, 1

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FILED
SECRETARY OF STATE
SAM REED

SEPTEMBER 9, 2008

STATE OF WASHINGTON

**ARTICLES OF INCORPORATION
OF
MY FRIENDS PLACE, a nonprofit corporation**

The undersigned, acting as incorporator under the Washington Nonprofit Corporation Act, under RCW 24.03, hereby adopts and executes the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is MY FRIENDS PLACE, hereinafter referred to as the "Corporation".

ARTICLE II

Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this Corporation is formed are:

1. To operate a youth shelter;
2. Youth support programs
3. Youth education
4. Referral services

5. The Corporation shall be non-political and non-sectarian in its activities and shall discriminate against no person, group or area by race, religion, color, sex or national origin.

ARTICLE IV

Powers

In furtherance and not in limitation of the general powers conferred upon nonprofit corporations by the laws of the State of Washington, and in furtherance and not in limitation of the objects and purposes set forth in these Articles, which are consistent with 26 U.S.C. § 501 © of the

ATTACHMENT A

Form 1023, Part II, Line 1

Internal Revenue Code, this Corporation shall have and exercise all powers necessary for, incidental to, desirable for, or useful or convenient in carrying out each and all of its objects and purposes, express or implied. These powers shall include, but not be limited to the following:

1. **Power to Carry Out Objects and Purposes.** The power to do any and all things set forth or included in these Articles by implication or otherwise as an object or purpose or otherwise, either alone, as an agent, as principal through the agency of others, by contract with any person, firm, association, partnership or corporation, as a joint venturer or partner, and in any other manner whatsoever.

2. **Power to Deal with Business Privileges.** The power to apply for, obtain, lease, register, purchase or otherwise acquire, hold, own, control, sell, and dispose of letters patent, patents, patent rights, rights to patents pending, applications for patents, copyrights, licenses and privileges, inventions, improvements, processes, trademarks and trade names, labels, brands, franchises, dealerships, and any other rights, permits or privileges of any kind or character whatsoever relating to or useful in connection with any business of the Corporation, and to use, develop, exercise, grant license in respect of, sell, let, protect, maintain, exchange or otherwise deal in and with the same.

3. **Power to Acquire and Operate Other Businesses.** The power to acquire rights in and acquire all or any part of the good will, rights, assets, business and property of, and to assume, pay, compromise or discharge all or any part of the liabilities of any person, firm, association, proprietorship, partnership, joint venture, corporation, or other business entity; the power to pay for the same in cash, bonds, debentures, notes, assets of any character whatsoever or otherwise; the power to hold, operate, carry on, improve, add to, and dispose of the whole or any part of any assets or businesses so acquired, and to exercise all the powers necessary, desirable, or convenient concerning the conduct and management of such businesses, regardless of whether such powers be herein expressed and whether the business be one included by implication or otherwise, in the objects and purposes herein set out.

4. **Power to Enter Into and Perform Contracts.** The power to enter into, make, perform, assume and carry out contracts of every kind for any lawful purpose, without limitation as to amount and with Directors or Officers if such Contracts are at arms length, at market rate of compensation and approved by a majority of disinterested Directors.

5. **Power to Borrow.** The power to borrow money and to issue its notes, bonds, debentures or other evidences of indebtedness and the power to secure, at its option, any of the same by mortgage or otherwise, of any of its real, mixed or personal property.

6. **Power to Lend.** The power to lend money on such security as it shall determine or without security; to acquire any kind of property by foreclosure, seizure, or otherwise, and to deal with the same as a natural person could or might do; to exercise any and all powers necessary, desirable, incidental or convenient in order to secure or enforce any rights of any kind and in any capacity growing out of any relationship, legal instrument, assets or property in which it has or might have any interest, legal or equitable.

7. **Power to Use Fictitious Name.** The power to carry on business in its own name, in any assumed name, and through any partially or wholly owned corporation and to sue and be sued in its own name and any assumed name.

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8. **Power to Act as Incorporator.** The power to act as an incorporator of corporations formed to carry on any part or parts of its objects, purposes and functions.

9. **Power to Act in Fiduciary or Representative Capacity.** The power to act as agent, trustee, guardian, executor, administrator, broker and in any other representative or fiduciary capacity, with or without revealing such relationship; the power to accept and execute trusts, whether created by will, grant or order of any court and regardless of the kind of fiduciary relationship or the kind of assets held or to be held by it as such fiduciary; and the power to carry out all responsibilities upon it imposed by the instrument or order creating the relationship, including the exercise of powers not specifically or by implication herein set forth.

10. **Power to Guarantee Obligations.** The power to guarantee the obligation of and to act as surety for any person, partnership, association, corporation, joint venture, or business or other entity of any kind or character, including the power to mortgage, pledge, or otherwise hypothecate its property, both real and personal, to secure the payment of debts and obligations of others.

11. **Power to Deal in Real Property.** The power to buy, acquire, acquire rights in, hold, lease (as lessee or lessor), sell, transfer, convey and otherwise dispose of improved or unimproved real property and interest therein of every kind and description, whether or not in possession.

12. **Rulemaking and Enforcement Powers.** The power to make, adopt, amend, add to, revise, or modify, and enforce rules and regulations for the control, management, restriction and protection of all or and part of its Institutional or Endowment Funds, consistent with RCW 24.44. Provided, however, that all rules and regulations adopted by the Corporation shall be consistent with the laws and constitution of Washington State, the laws of Benton County, and the provisions of 26 U.S.C. § 501 © of the Internal Revenue Code, and that all rules and regulations shall be plainly printed or typewritten and maintained in the Registered Office of the Corporation for inspection, or at such other place as the Corporation may prescribe.

13. **Incidental Powers.** Subject to the limitations imposed by 26 U.S.C. § 501 © of the Internal Revenue Code, as amended, and the Washington State Constitution, this Corporation shall have the power to do any and all other acts and things, and to have and to exercise any and all further powers which a natural person or co-partnership could do and exercise; the power and authority to exercise any and all further powers now or hereafter belonging to or conferred upon nonprofit corporations; and the power to have and to exercise any and all other and further powers necessary, convenient, incidental, desirable or useful in any manner whatsoever in the exercise of the powers set forth in these Articles or carrying out the objects and purposes set forth in these Articles. All of these powers, whether herein specifically set out or contained by implication, shall not be deemed in any manner whatsoever to be exclusive and shall be in furtherance of and not in limitation of the general corporate powers of nonprofit corporations, conferred by the laws of the State of Washington, but shall be subject to the limitations imposed by 26 U.S.C. § 501 © of the Internal Revenue Code, as it from time to time may be amended.

ARTICLE V

Limitation on Powers

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1. **Prohibition Against Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit or be distributed to its Directors, Officers, Trustees, Employees or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation in carrying out one or more of its purposes or contract services with the corporation if proper under Article IV, Section 4.

2. **Prohibition Against Specific Activities.**

- a. Notwithstanding any other provision of these Articles, this Corporation shall not carry on nor engage in any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under 26 U.S.C. § 501© of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, or, (ii) by a corporation, contributions to which are deductible under 26 U.S.C. § 170 of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.
- b. 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.
- c. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation, through any of its entities or funds, distribute any funds in furtherance of the influence of legislation or toward any political campaign of any kind.

ARTICLE VI

Registered Office

The address of the initial registered office of the Corporation is: 8836 Gage Blvd., Suite 204A, Kennewick, Washington 99336, and the name of its initial registered agent at such address is Albert Coke Roth, III. The written consent of such person to serve as the initial registered agent is attached to these Articles.

ARTICLE VII

Board of Directors

Except as otherwise provided in these Article of Incorporation and the Bylaws of the Corporation, the management of this Corporation shall be vested in a Board of Directors. The qualification and number of Directors shall be fixed by the Bylaws of this Corporation; provided, however, that the initial Directors shall be five (5), and their names and addresses are:

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	<u>Name</u>	<u>Address</u>
1.	Merrie M. Crawford	5021 Janet Road Pasco, WA 99301
2.	R. Scott Duncan	715 W. Clark St. Pasco, WA 99301
3.	Avis J. Ogden	2460 Whitworth Ave. Richland, WA 99352
4.	Mark Nathan Lee	9 North Waverly Place, #210 Kennewick, WA 99336
5.	Stacy B. Estes	3704 W. Opal Pasco, WA 99301

ARTICLE VIII

Election of Directors

The Directors shall be elected by the Board of Directors of the Corporation. The manner in which the Directors are to be elected shall be as specified in the Bylaws of the Corporation.

ARTICLE IX

Corporate Officers and Their Powers and Duties

The Officers of the Corporation shall consist of President, one or two Vice Presidents, Secretary and Treasurer. The several Officers of the Corporation shall have such powers and shall perform such duties as specified in the Bylaws of the Corporation. Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, with the exception of the offices of President and Secretary.

ARTICLE X

Election of Officers

The Board of Directors may elect such Officers of the Corporation from time to time as it deems necessary in the conduct of the business and affairs of the Corporation for such terms and in such manner as shall be provided for in the Bylaws of the Corporation.

ARTICLE XI

Members of the Corporation/Friends of the Corporation

There shall be no members of the Corporation. The Board may develop an auxiliary of non-voting advocates who assist the Corporation in the discharge of its duties and assist in raising funds for Corporation purposes; provided, however, no such group assisting the Corporation in its ad hoc

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capacity shall violate any provision of RCW 24.03, the Articles of Incorporation and Bylaws of the Corporation or 26 U.S.C. 501(c)(3).

ARTICLE XII

The Endowment Fund

The Corporation may establish, maintain and operate an inviolable Endowment Fund as allowed under RCW 24.44, which shall be managed consistent with RCW 24.44. The Endowment Fund governing body shall be the Directors of the Corporation. The Directors may directly manage the Endowment Fund or may appoint a Bank or Trust Company qualified to engage in the trust business, and such Bank or Trust Company shall be authorized to receive and accept the funds deposited in the Endowment Fund in existence at the time of the appointment. The governing body or appointed Bank or Trust Company shall be allowed compensation for the administration of the Endowment Fund, provided, however, that the compensation shall not exceed in the aggregate the customary fee charged by Banks or Trust Companies for like services. Such fees shall not be paid from the principal. The governing body shall, annually, within ninety (90) days after the end of the calendar or fiscal year of the Corporation, make and keep on file for seven (7) years a true and correct written report, verified by oath of an Officer of the Corporation or by the oath of one or more of the Directors, showing the actual condition of the Endowment Fund.

ARTICLE XIII

Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this Corporation as provided in the Bylaws.

ARTICLE XIV

Limitations on Distributions

This Corporation shall have no capital stock. Furthermore, no part of the net earnings of this Corporation shall inure in whole or in part to the benefit of, or be distributable to, any Director or Officer or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under 26 U.S.C. § 501(a) and 501(c) of the Internal Revenue Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the Purposes stated in Article III.

Provided, further, the Corporation is authorized and required to distribute all earnings from the Endowment Fund, consistent with RCW 24.44 and these Articles, that shall inure to the benefit of selected Donees, as the governing body, in its sole discretion, shall determine.

ARTICLE XV

Transactions Involving Directors

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1. 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 a Director or Officer of, such other corporation.

2. 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 of Directors.

ARTICLE XVI

Distributions upon Dissolution

Upon any dissolution of this Corporation under provisions of the laws of the State of Washington for nonprofit corporations, after paying or making provision for the payment of all the liabilities of the Corporation, the Board of Directors shall distribute all of the remaining assets of the Corporation to the Endowment Fund to a non-profit 501(c)(3) tax exempt organization or agency that has purposes of assisting the youth, within or without the State, which the Board, by a two-thirds (2/3) majority, shall determine. If, upon such dissolution of the Corporation, the successor is not then in existence or qualified as an exempt organization as provided above, all assets shall be distributed to such organization or organizations as shall still qualify at the time as an exempt organization or organizations under applicable tax law, as the Board of Directors shall determine. Any of such assets not disposed of in accordance with the above provisions shall be disposed of by a court of competent jurisdiction in Benton County, Washington in any manner which furthers the purposes of the Corporation as set forth in these Articles. In no event shall any of the Corporation's assets be distributed to the Directors, Officers or Employees of the Corporation.

ARTICLE XVII

Private Corporation

If this Corporation becomes a private Corporation within the meaning of 26 U.S.C. § 509 of the Internal Revenue Code, and as long as its private corporation status continues, the following provisions shall apply in the management of its affairs:

1. Each year the Corporation shall distribute the income of the Corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by 26 U.S.C. § 4942 of the Internal Revenue Code; and

2. The Corporation shall not engage in any act of "self-dealing" (as defined in 26 U.S.C. § 4941(d) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by 26 U.S.C. § 4941(a) of the Internal Revenue Code;

3. The Corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in 26 U.S.C. § 4943(c) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by 26 U.S.C. § 4943(a) of the Internal Revenue Code;

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4. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of 26 U.S.C. § 4944 of the Internal Revenue Code) and which would, therefore, give rise to any liability for the tax imposed by 26 U.S.C. § 4945(a) of the Internal Revenue Code.

5. The Corporation shall not make any "taxable expenditures" (as defined in 26 U.S.C. § 4945(d) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by 26 U.S.C. § 4945(a) of the Internal Revenue Code.

ARTICLE XIII

Amendments

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors. Provided, however, that all alterations, amendments or repeals shall, at all times, be consistent with 26 U.S.C. § 501(c)(3) of the Internal Revenue Code, as it now exists or as hereafter amended.

ARTICLE XIX

Incorporator

The name and residence of the Incorporator who forms this Corporation is Albert Coke Roth, III, 8836 Gage Blvd, Suite 204A, Kennewick, Washington 99336.

ARTICLE XX

Exemption of Private Property

The Incorporator, Directors, Officers and Agents of the Corporation and their property shall be forever exempt from liability or assessment for the Corporation's debts, obligations, or engagements.

ARTICLE XXI

Indemnity

To the extent permitted by the laws of the State of Washington, this Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was the Incorporator, a Director or an Officer of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney fees*), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the

