

**Articles of Incorporation
Of
Bellingham Youth Lacrosse Club**

The undersigned executes these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington.

1. **Name.** The name of the corporation is Bellingham Youth Lacrosse Club.
2. **Duration.** The duration of the corporation shall be perpetual.
3. **Purposes.** The corporation is organized exclusively for charitable, scientific, religious, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, promoting and sponsoring youth lacrosse programs.
4. **Limitations**
 - 4.1. **Nonprofit Status.** The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 4.2 and 4.3 of these Articles of Incorporation.
 - 4.2. **Distributions; Dissolution.** No Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Directors of the corporation (the "Board of Directors"), for a purpose or purposes similar to those detailed in Article 3, to any other organization

that then qualifies for exemption under the provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Superior Court of Whatcom County, Washington, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those detailed in Article 3 of these Articles of Incorporation, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes.

4.3. **Prohibited Activity**

- 4.3.1. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.
- 4.3.2. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
- 4.3.3. The corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.
- 4.3.4. The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the corporation to tax under Section 4943 of the Code, from making any investments that would subject the

corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

5. **Powers.** In general, and subject to any limitations and conditions that are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to engage in any activities that are incidental or conducive to achieving the purposes of the corporation as detailed in Section 3, and exercise any powers authorized or permitted under any laws that are now, or later may be, applicable or available to the corporation.

6. **Directors**

6.1. **Number.** The number of Directors of the corporation shall be determined in the manner provided by the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided by the Bylaws.

6.2. **Initial Directors.** There shall be three Directors on the initial Board of Directors. The names and addresses of the persons who are to serve as the initial Directors are:

Bryan Brown
18 Clear Lake Ct.
Bellingham, WA 98229

Peter Buetow
100 South Forest St.
Bellingham, WA 98225

Deanne Kanenaga
613 Canyon View Dr.
Bellingham, WA 98225

7. **No Members.** The corporation shall have no members.

8. **Limitation of Director Liability.** A Director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for conduct as a Director, except for:

- 8.1. Acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director;
- 8.2. Conduct violating RCW 23B.08.310 (which involves certain distributions by the corporation);
- 8.3. Any transaction from which the Director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

Any amendments to or repeal of this Article 8 shall not adversely affect any right or protection of a Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Washington Nonprofit Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended, without any requirement of further action by the corporation.

9. **Registered office and registered agent.** Deanne Kanenaga will act as the initial registered agent, and the initial registered office of the corporation is 613 Canyon View Drive, Bellingham, WA 98225.
10. **Amendments.** The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or later permitted by law.
11. **Incorporator.** The name and address of the incorporator of the corporation is Deanne Kanenaga, 613 Canyon View Dr., Bellingham, WA 98225.

DATED: _____, _____.

Deanne Kanenaga, Incorporator

Consent to Appointment as Registered Agent

I, Deanne Kanenaga, hereby consent to serve as registered agent in the State of Washington for Bellingham Youth Lacrosse Club, a Washington non-profit corporation. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation, to forward all mail and license renewals to the appropriate officer(s) of the corporation, and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated: _____, _____. _____

Deanne Kanenaga

613 Canyon View Dr
Bellingham, WA 98225