

ELIOT INSTITUTE BOARD MANUAL

ARTICLES OF INCORPORATION **(revised and approved August 1999)**

The undersigned hereby executes and adopts in duplicate the following Restated Articles of Incorporation under the Washington Miscellaneous and Mutual Corporation Act, RCW 24.06.

Article I: The name of the Corporation shall be Eliot Institute.

Article II: The duration of the Corporation's existence shall be perpetual.

Article III: The initial office of the Corporation will be located at 5240 17th Northeast, Seattle, Washington 98105. The initial resident agent of the Corporation was Marge Lueders whose address is the same as above. The current principal office of the Corporation is located at 102 State Street, #206, Kirkland, Washington 98033. The current resident agent of the Corporation is Carolyn J. Hayek whose address is the same as above.

Article IV: Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of 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).

Article V: The purpose of this organization shall be to hold conferences in the Pacific Northwest District of the Unitarian Universalist Association, at which conferences programs shall be provided to suit the needs of the membership and of other participants.

Article VI: The Corporation shall have no capital stock of any kind.

Article VII: The only members of the Institute shall be the duly elected and qualified persons serving on the Board of Directors. Directors shall be elected as provided for in the Institute's By-Laws.

Article VIII: A dissenting member shall be limited to a rate of less than the fair value of his membership.

Article IX: The activities of the Institute shall be directed by an Institute Board of Directors. The original Board of Directors is set forth below: Hal Harber, Albert Cox, Linda Chapman, Patricia Startin, Vance Peavy, Jean Barber, Barbara Hamm, Julie Harper, Gayle Knoepfler and Marge Lueders. (Addresses deleted). The Directors shall serve without compensation.

Article X: The name and address of each incorporator: Hal Harber, Gayle Knoepfler, Marge Lueders (addresses deleted).

Article XI: The officers of the Corporation, as provided by the Bylaws, shall be elected by the Board of Directors, in the manner therein set out and shall service until their successors are elected and qualified.

Article XII: Bylaws of the Corporation may be adopted by the directors at any regular meeting and special meeting called for that purpose.

Article XIII: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to may payments and distributions in furtherance of the purposes set forth in Article V hereof. 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 the 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).

Article XIV: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation dispose of all of 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees 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 XV: To the full extent permitted by the Washington Miscellaneous and Mutual Corporation Act, RCW 24.06, the personal liability of a director to the Corporation, shall be eliminated and the Corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she is or was a director, against judgement, penalties, fines, settlements and reasonable expenses actually incurred by hm or her in connection with such proceeding. Provided, however, that the Corporation shall neither indemnify a director nor shall the director's liability be eliminated for acts or omissions that include intentional misconduct by a director or a knowing violations of law by a director, or 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. The Corporation shall also indemnify any officer, agent or employee who is or was not a director, to the same extent, and with the same limitations, that the Corporation is authorized to indemnify directors. The Board of Directors may, from time to time, approve by general or specific action of the board, or by contract, the indemnification of any other person which the Corporation has the power to indemnify under the Act. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be

entitled as a matter of law or by contract.

- a. These Restated Articles of Incorporation correctly set forth without change, the corresponding provisions of the Articles of Incorporation as theretofore amended. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.
2. These Restated Articles of Incorporation were adopted by the Board of Directors pursuant to RCW 24.06.207.

I certify that I am an officer of the above-named corporation and that I am authorized to execute these Articles on behalf of the corporation.

Dated this 28th day of January, 2000.

ELIOT INSTITUTE

by: Mary Anderson, Secretary