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ARTICLES OF INCORPORATION
OF THE MASTER GARDENER ASSOCIATION OF CHELAN COUNTY

Pursuant to the provision of Chapter 24.03 RCW, the Washington Nonprofit Corporation Act, the undersigned incorporator adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation is The Master Gardener Association of Chelan County.

ARTICLE II: DURATION

The duration of the corporation shall be perpetual unless dissolved by operation of law or otherwise.

ARTICLE III: PURPOSES

The purposes for which the corporation is organized are:

- A. To support the Washington State University Master Gardener Program as it relates to activities and education in North Central Washington.
- B. To engage in other activities exclusively for charitable, educational or other purposes as these terms are defined for Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and any corresponding provision of a subsequent law (hereinafter referred to as the "Internal Revenue Code").
- C. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: POWERS

- A. General Powers. In furtherance of its purposes, the corporation shall have all of the powers allowed by Chapter 24.03 RCW, except as otherwise provided under any applicable law or in these Articles of Incorporation or any amendments to them.
- B. Limitation on Powers. Notwithstanding any other provision in the Articles of Incorporation, as amended from time to time, of the corporation:
 1. The corporation shall not have any powers which would preclude the corporation from being exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code or which would preclude contributions to the corporation from being deductible under Section 170 of the Internal Revenue Code.
 2. No part of the net earnings of the corporation shall be distributed to or inure to the benefit of any member, director, or officer of the corporation or to any other persons having a personal or private interest in the activities of the corporation, except that the corporation shall not be prohibited from paying a reasonable compensation for goods and services or from otherwise making payments and distributions that are in furtherance of its purposes, that are then permitted under all applicable laws and that do not exceed the limitations and restrictions imposed by the Internal Revenue Code on an organization described in Sections 170(c)(2) and 501(c)(3) of that Code.
 3. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of

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statements), any political campaign on behalf of or in support of any candidate for public office.

- C. **Disposition of Assets Following Dissolution.** Upon the dissolution of the corporation, and after paying or making provisions for the payment of all liabilities of the corporation, the directors shall adopt a plan for the disposition of the assets of the corporation in accordance with RCW 24.03.230, as amended, and all corresponding sections of any subsequent law, to such other organization or organizations which shall at the time of such dissolution be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or to the state of Washington, or to a local government or political subdivision of such state, for public purposes. Any assets of the corporation not so disposed of by the Superior Court of the state of Washington for the county in which the principal office of the corporation is then located, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for one or more of such purposes.

ARTICLE V: INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

- A. The address of the initial registered office of the corporation in the state of Washington is 11364 Riverbend Drive, Leavenworth, WA 98826.
- B. The name of the initial registered agent of the corporation in the state of Washington, whose business office is identical to the registered office of the corporation, is Tiffany L. Brine, CPA.

ARTICLE VI: DIRECTORS

- A. **Number of Directors.** Except for the initial directors of which there shall be four, the number of directors of the corporation shall be specified in and fixed in accordance with the Bylaws of the corporation, provided however that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.
- B. **Initial Directors.** The names and addresses of the persons who are to serve as the initial directors of the corporation are:
- a. June Person
5180 Binder Road
Cashmere, WA 98815
 - b. Alice Crawford
3840 West Eaglerock Drive
Wenatchee, WA 98801
 - c. Nena Walton
PO Box 5337
Wenatchee, WA 98807
 - d. Tiffany Brine
11364 Riverbend Drive
Leavenworth, WA 98826
- C. **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:
- I. Acts or omissions involving intentional misconduct by the director or a knowing violation of the law by the director; or

2. 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 limiting the personal liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by that act, as so amended. Any repeal by the shareholders of the corporation or modification of this limitation on the liability of directors shall not adversely affect any right or protection of a director of the corporation with respect to any act or omission of such director occurring before such repeal or modification.

This limitation on the personal liability of a director shall not apply to any act or omission occurring before the effective date of these Articles of Incorporation.

ARTICLE VII: INCORPORATORS

The names and addresses of the incorporator of the corporation is as follows:

Tiffany L. Brine, CPA
11364 Riverbend Drive
Leavenworth, WA 98826

IN WITNESS WHEREOF, the incorporator has affixed his or her signature on this 17th day of March, 2001

Tiffany Brine, CPA
Incorporator

Jane Person
Witness

I, Tiffany L Brine consent to serve as registered agent in the state of Washington.