

**ARTICLES OF INCORPORATION  
OF**

**Sunset Hill Community Hall**

The undersigned, in order to form a nonprofit corporation under Chapter 24.03A of the Revised Code of Washington, hereby signs and verifies the following Articles of Incorporation.

**Article 1: Name**

The name of the corporation shall be Sunset Hill Community Hall (hereinafter referred to as the “**Corporation**”).

**Article 2. Mission**

Mission Our mission is to enrich the lives of Seattle Washington residents and visitors through community building activities, cultural events, educational programs and social services, all without discrimination.

**Article 3: Duration**

The Corporation shall have perpetual existence.

**Article 4: Members**

The Corporation shall have three classes of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members will be set out in the Corporation’s Bylaws.

**Article 5: Registered Office and Agent**

The address of the registered office of the Corporation shall be 200 First Ave. W., Suite 104, Seattle, WA 98119. The name of the registered agent of the Corporation at such address shall be The Apex Law Group PLLC.

**Article 6: Purposes and Powers**

Section 1. Purposes. The Corporation is organized exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the following:

- To support and promote community-building by creating and hosting cultural events, educational programs, and social services.
- To preserve, maintain, protect, and educate the public about the historic 1929 building located at 3003 NW 66<sup>th</sup> Street, in Seattle, Washington.
- To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds, and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation’s Articles of Incorporation or bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized

for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

**Article 7: Limitations**

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. 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.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members, directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the board of directors, recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

**Article 8: Directors**

There shall be 3 initial director(s) The names and addresses of the initial directors are:

John	
Myron	
Sue	

The powers and duties, number, qualifications, terms of office, manner of election, time, and criteria for removal of directors shall be as set forth in the bylaws of the Corporation.

**Article 9: Director Liability Limitations**

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, 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. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing

at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

#### **Article 10: Indemnification**

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a director or officer of the Corporation or, while a director or officer, they are or were serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or, agent or in any other capacity while serving as a director, trustee, officer, employee, or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability, and loss (including attorney's fees, judgements, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of their heirs, executors, and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be 20 days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel, or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its members, if any)

that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Non-exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts, and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee, or agent of the Corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability, or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

#### **Article 11: Bylaws**

Subject to the provisions of these Articles of Incorporation, the bylaws, and Washington law, the authority to make, alter, amend, or repeal bylaws is vested in the board of directors. The board of directors may exercise its authority under this Article at any regular or special meeting of the board of directors.

#### **Article 12: Incorporator**

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Coleman Scroggins	200 First Avenue West, Suite 104 Seattle, Washington 98119

Dated: \_\_\_\_\_

\_\_\_\_\_  
Name:  
Attorney  
The Apex Law Group PLLC  
200 First Avenue West, Suite 104  
Seattle, Washington 98119

articles of incorporation  
sunset hill community association foundation  
page 1 of 6

#### **CONSENT TO APPOINTMENT AS REGISTERED AGENT**

The Apex Law Group PLLC hereby consents to serve as registered agent in the State of Washington for **Sunset Hill Community Hall** (the “Corporation”). The Apex Law Group

PLLC acknowledges that as agent for the Corporation, it will be its 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 resignation or of any changes in the address of the registered office of the Corporation.

Dated: \_\_\_\_\_

**the apex law group pllc**

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Peter J. Smith, Manager  
200 First Avenue West, Suite 104  
Seattle, Washington 98119

articles of incorporation  
consent to serve as registered agent  
Sunset Hill Community Hall  
page 6 of 6