

ARTICLES OF ORGANIZATION  
or  
MINUTES OF ORGANIZATIONAL MEETING  
OF BOARD OF DIRECTORS OF THE  
NORTHWEST ART CENTER

The organizational meeting of the Board of Directors of the Northwest Art Center, was held at: the Northwest Art Center on February, 11, at 1:00 p.m.

In attendance were: Clare Chapple, Chris Dill, DJ Carlson, and Susan Jenkins, being persons designated as the Directors in the Articles of Incorporation.

Clare Chapple served as acting Chairman of the meeting and Susan Jenkins served as acting Secretary.

The Chairman announced that the meeting had been duly called by the Incorporators of the Corporation.

The Chairman reported that the Articles of Incorporation of the Corporation had been duly filed with the State of Washington. The Certificate of Incorporation and a copy of the Articles of Incorporation were ordered to be attached to the Minutes as a part of the records of the meeting.

It is proposed that the purpose of the Northwest Art Center be as follows:

The purpose of the Northwest Art Center (NWAC) is to promote art education, art in the local and global community, artists, and leadership. To that end, the Center will: promote quality instruction in visual arts education conducted by experienced artists and knowledgeable teachers; reach out to those in need through art; participate in or establish conferences, programs, and hold public discussions; publish articles; and work with other related agencies in support of art education.

Said organization is organized exclusively for charitable and educational 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, or corresponding section of any future federal tax code.

RESOLVED, that this purpose be adopted and included in the Northwest Art Center Constitution and Bylaws.

It is proposed that the Northwest Art Center dissolution clause be as follows:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county

in which the principal office of the organization 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.

RESOLVED, that this clause be adopted and included in the Northwest Art Center Constitution and Bylaws.

A proposed form of the Northwest Art Center Constitution and Bylaws for the regulation and the management of the affairs of the Corporation was then presented at the meeting. The Constitution and Bylaws were read and considered and, upon motion duly made and seconded, it was:

RESOLVED, that the form of the Constitution and Bylaws of the Northwest Art Center, as presented to this meeting, are hereby approved and adopted as the Constitution and Bylaws of the Northwest Art Center. A copy of the Constitution and Bylaws of the Northwest Art Center is directed to be attached to the Minutes as a part of the records of the meeting.

A proposed form of the Northwest Art Center Conflict of Interest Policy was then presented at the meeting. It was read and considered and, upon motion duly made and seconded, it was:

RESOLVED, that the form of the Northwest Art Center Conflict of Interest Policy, as presented to this meeting, are hereby approved and adopted as the Northwest Art Center Conflict of Interest Policy. A copy of the Northwest Art Center Conflict of Interest Policy is directed to be attached to the Minutes as a part of the records of the meeting.

The following persons were nominated officers of the Corporation to serve until their respective successors are chosen and qualify:

PRESIDENT: Clare Chapple  
VICE PRESIDENT: Chris Dill  
TREASURER: DJ Carlson  
EXECUTIVE DIRECTOR: Susan Jenkins

The Chairman announced that the forenamed persons had been elected to the office set opposite their respective names. The President thereupon took the chair and the Executive Director immediately assumed the discharge of the duties of that office. The President then stated that there were a number of organizational matters to be considered at the meeting and a number of resolutions to be adopted by the Board of Directors.

It is announced that the following persons have offered to transfer the property listed below:

Name: Susan Jenkins

Payment Consideration, or property: Cash (in checking and savings accounts): \$2,754 (from the former Northwest Art Center, LLC)



In order to provide for the payment of expenses of incorporation and organization of the Corporation, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the President, Executive Director, and Treasurer of this Corporation be and they are hereby authorized and directed to pay the expenses of this Corporation, including attorney's fees for incorporation, and to reimburse the persons who have made disbursements thereof.

After consideration of the pertinent issues with regard to the tax year and accounting basis, on motion duly made, and seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the first fiscal year of the Corporation shall commence upon the filing of the Articles of Incorporation by the Secretary of State and end on December 31, 2009.

FURTHER RESOLVED, that the President be and is hereby authorized and directed to enter into employment contracts with certain employees.

A general discussion was then held concerning the immediate commencement of business operations as a Corporation and it was determined that business operations of the Corporation would commence upon the filing of the Articles of Incorporation by the Secretary of State. Further topics of this general discussion were: fundraising (silent auction) and plans for a donation letter to be sent out to the mailing list as well as posted on the website.

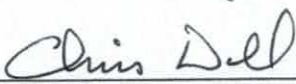
It was agreed that regular meetings of the Board of Directors will be held on the first Thursday of every month at 1 p.m. Upon motion duly made, seconded and unanimously carried, it was:

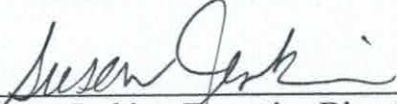
RESOLVED, that the officers of the Corporation are hereby authorized to do any and all things necessary to conduct the business of the Corporation as set forth in the Articles of Incorporation and Constitution Bylaws of the Corporation.

There being no further business requiring Board action or consideration, on motion duly made, seconded and carried, the meeting was adjourned.

  
Clare Chapple, President

  
DJ Carlson, Secretary

  
Chris Dill, Vice President

  
Susan Jenkins, Executive Director

Attachments:  
Certificate of Incorporation  
Copy of the Articles of Incorporation

Constitution and Bylaws of the Northwest Art Center  
Conflict of Interest Policy of the Northwest Art Center  
Employment Agreement



Page 1 of 1

STATE OF WASHINGTON  
SECRETARY OF STATE

AND

**Washington Nonprofit Corporation**

See attached detailed instructions

☐ Standard Filing Fee \$20.00☒ Filing Fee with Expedited Service \$40.00

This Box For Office Use Only

05/24/09 1536836-001

FILED \$40.00 R #SUCCESS-

SECRETARY OF STATE 245870477329000829

SAM REED id: 1723737

JUNE 23, 2009

STATE OF WASHINGTON

UBI Number: 602-914-481

**ARTICLES OF AMENDMENT**

Chapter 24.03 RCW

**SECTION 1****NAME OF CORPORATION:** (as currently recorded with the Office of the Secretary of State)

Northwest Art Center

**SECTION 2****ARTICLES OF AMENDMENT WERE ADOPTED BY:** (please check and complete one of the following)

- ☐ The amendment was adopted by a meeting of members held: (Date) \_\_\_\_\_  
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- ☐ The amendment was adopted by a consent in writing and signed by all members entitled to vote.
- ☒ There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) 06/17/2009

**SECTION 3****AMENDMENTS TO ARTICLES ON FILE:** (if necessary, attach additional information)

See Attached

**SECTION 4****EFFECTIVE DATE OF ARTICLES OF AMENDMENT:** (please check one of the following)

- ☒ Upon filing by the Secretary of State
- ☐ Specific Date: \_\_\_\_\_ (Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)

**SECTION 5****SIGNATURE OF OFFICER:** (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X Susan Jenkins Susan Jenkins, Executive Director 8/22/2009 425.788.5900

Signature Printed Name and Title of Officer Date Phone

Nonprofit Corporation - Amendment

Washington Secretary of State

Revised 02/09

Amendments To The Articles Of Incorporation Of NORTHWEST ART CENTER

The Articles Of Incorporation Are Hereby Amended To Include The Following Provisions:

- a. Said organization is organized exclusively for charitable and educational 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, or corresponding section of any future federal tax code.
- b. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

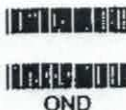


TOTAL P.03





STATE OF WASHINGTON  
SECRETARY OF STATE



OND

## Washington Nonprofit Corporation

See attached detailed instructions

- ☒ Filing Fee \$30.00  
☒ Filing Fee with Expedited Service \$50.00

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02/17/09 1454906-001

\$30.00 K #3297

id:1650615

FILED  
 SECRETARY OF STATE  
 SAM REED  
 APRIL 6, 2009  
 STATE OF WASHINGTON

04/06/09 1486543-001  
 \$40.00 K #3312  
 id:1650615

UBI Number: 602 914 481

## ARTICLES OF INCORPORATION

Chapter 24.03 RCW

### ARTICLE 1

#### NAME OF CORPORATION:

Northwest Art Center

**(MAY NOT** contain any of the following designations or abbreviations of: Corporation, Company, Incorporated, Limited, Limited Partnership, Limited Liability Company, or Limited Liability Partnership)

### ARTICLE 2

#### EFFECTIVE DATE OF INCORPORATION: (Please check one of the following)

- ☒ Upon filing by the Secretary of State  
☐ Specific Date: \_\_\_\_\_ (Specified effective date must be within 30 days AFTER the Articles of Incorporation have been filed by the Office of the Secretary of State)

### ARTICLE 3

#### TENURE: (Please check one of the following and indicate the date if applicable)

- ☒ Perpetual existence  
☐ Specific term of existence \_\_\_\_\_ (Number of years or date of termination)

### ARTICLE 4

#### PURPOSE FOR WHICH THE NONPROFIT IS ORGANIZED: (if necessary, attach additional information)

To promote art education, art in the local and global community, artist, and leadership.

### ARTICLE 5

#### IN THE EVENT OF A VOLUNTARY DISSOLUTION, THE NET ASSETS WILL BE DISTRIBUTED AS

#### FOLLOWS: (if necessary, attach additional information)

Net assets shall be turned over to such non-profit, tax-exempt, charitable, scientific, ... (see attachment).

**ARTICLE 6****NAME AND ADDRESS OF EACH INITIAL DIRECTOR: (If necessary, attach additional names and addresses)**Name: Clare ChappleAddress: 18238 Mountain View Rd NECity Duwall State WA Zip Code 98019 (see attachment)**ARTICLE 7****NAME AND ADDRESS OF THE WASHINGTON STATE REGISTERED AGENT:**Name: Susan Jenkins**Physical Location Address (required):**15515 Main Street NECity Duwall WA Zip Code 98019**Mailing or Postal Address (optional):**P.O. Box 1434City Duwall WA Zip Code 98019**CONSENT TO SERVE AS REGISTERED AGENT:**

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

x Susan Jenkins Susan Jenkins 02/12/2009  
 Signature of Registered Agent Printed Name Date

**ARTICLE 8****NAME, ADDRESS AND SIGNATURE OF EACH INCORPORATOR:***(If necessary, attach additional names, addresses and signatures)*Name: Susan JenkinsAddress: 29805 NE 107th St.City Camation State WA Zip Code 98014*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

x Susan Jenkins Susan Jenkins, Executive Director 02/12/2009 425.788.5900  
 Signature of Incorporator Printed Name/Title Date Phone

**Important Note:** If your nonprofit organization is currently fundraising, or plans to fundraise from the public, it may also be required to register with the Charities Program of the Secretary of State. Registration with the Charities Program is separate from and in addition to filings required under corporate law. Please visit the Charities Program website at [www.secstate.wa.gov/charities/](http://www.secstate.wa.gov/charities/) to review the registration requirements and forms for Charitable Organizations.



Article 5, continued:

... or educational organization exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any successor provision thereto as the final Board of Directors of the Center shall select.

Article 6, continued:

Christopher Dill  
22612 165th Ave. S.E.  
Monroe, WA 98272

D. J. Carlson  
P.O. Box 1478  
Duvall, WA 98019

Susan Jenkins  
29805 NE 107th St.  
Carnation, WA 98014

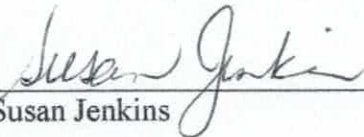
**CERTIFIED RESOLUTION OF THE BOARD OF DIRECTORS  
OF NORTHWEST ART CENTER**

**AMENDMENT TO ARTICLES OF INCORPORATION**

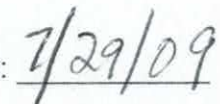
I, Susan Jenkins do hereby certify that I am the duly elected and qualified Secretary and record keeper of NORTHWEST ART CENTER, (the Corporation) a non-profit corporation organized under the laws of the State of Washington, and that the following is a true and correct copy of certain resolutions duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law. The meeting took place on the 17th day of June 2009. The resolutions are now in force and are included in the records of the Corporation.

It is resolved that the attached provisions will be included in the Articles of Incorporation. The Secretary will file said amendment with the Secretary of State. The Amendment will be effective upon filing.

Secretary

  
Susan Jenkins

Date:





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

**NORTHWEST ART CENTER**

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

Date: 4/6/2009

UBI Number: 602-914-481

APPID: 1370680



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

Sam Reed, Secretary of State

STATE OF WASHINGTON



SECRETARY OF STATE

NORTHWEST ART CENTER

SUSAN JENKINS  
PO BOX 1434  
DUVALL WA 98019

AMENDMENT

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting Washington statutory requirements have been filed and processed with the Secretary of State on behalf of:

NORTHWEST ART CENTER

A Washington Non-Profit Corporation  
UBI: 602 914 481  
Filing Date: June 24, 2009  
Effective Date: June 24, 2009



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

Sam Reed, Secretary of State



INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **FEB 26 2010**

NORTHWEST ART CENTER  
PO BOX 1434  
DUVALL, WA 98019

Employer Identification Number:  
27-0242357  
DLN:  
17053218331019  
Contact Person:  
SIRIJUN MAYI ID# 31449  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
June 30  
Public Charity Status:  
170(b)(1)(A)(vi)  
Form 990 Required:  
Yes  
Effective Date of Exemption:  
April 6, 2009  
Contribution Deductibility:  
Yes  
Addendum Applies:  
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

NORTHWEST ART CENTER

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in dark ink, appearing to read "Robert Choi". The signature is fluid and cursive, with the first name "Robert" and last name "Choi" clearly distinguishable.

Robert Choi  
Director, Exempt Organizations  
Rulings and Agreements

Enclosure: Publication 4221-PC

Letter 947 (DO/CG)