

ARTICLES OF INCORPORATION
SKAGIT RIVER BALD EAGLE AWARENESS TEAM
A Non-Profit Washington Corporation

Upon the adoption of the resolution, restated articles of incorporation shall be executed by the corporation by one of its officers. The restated articles shall set forth all of the operative provisions of the articles of incorporation together with a statement that the restated articles of incorporation correctly set forth change the provisions of the articles of incorporation as amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

ARTICLE I

The NAME of corporation shall be: **Skagit River Bald Eagle Awareness Team.**

ARTICLE II

The period of DURATION of this corporation shall be **perpetual.**

ARTICLE III

The PURPOSES for which this nonprofit charitable organization is formed are:

- A. To sponsor, organize and promote the Upper Skagit Bald Eagle Festival, an annual event held at various locations, principally in the communities of eastern Skagit County in Washington State.**
- B. To work to increase protection and public appreciation of the complexity and importance of the Skagit Watershed ecosystem by operating a seasonal interpretive center and creating a year-round Skagit River Interpretive Center to provide education resources and accurate information about bald eagles, salmon and the Upper Skagit River Watershed.**
- C. To work cooperatively with and support agencies and organizations actively engaged in conservation of Bald Eagles, Bald Eagle habitat and other wildlife conservation issues related to the Skagit River Watershed.**
- D. To participate in year-round activities that promote conservation, education and stewardship of the Skagit River Watershed**
- E. To encourage the receipt of tax-deductible gifts of money, time and resources for the benefit and furtherance of all the aforementioned activities**
- F. To furnish funds, property, grants, and services to other non-profit corporations in furtherance of any of the organization's purposes.**
- G. To support individuals, businesses and entities active in the Upper Skagit Valley by encouraging and promoting their participation in the corporation's activities.**
- H. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as it now exists or as hereafter amended including within such purposes the making of**

distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE IV

The corporation shall have all POWERS which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.. It shall also have the power to undertake, either alone or in cooperation with others, **any lawful activity** which may be necessary or desirable for the furtherance of any or all purposes for which it is organized. The corporation may invest its assets. Any return from such investments shall be used to further the purposes of the organization.

ARTICLE V

The name of the REGISTERED AGENT is: **Vicki A. Johnson**

The street address of the REGISTERED OFFICE which is also the address of the Registered Agent is as follows: **7460 South Dillard, Suite D, Concrete, WA 98237.**

The post office box number, which may be used in conjunction with the Registered Agent address, located in the same city, is: **PO Box 571, Concrete, WA 98237.**

ARTICLE VI

The corporation shall be APOLITICAL. No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII

The corporation shall have **no members**, and the management of this corporation is vested in a BOARD OF DIRECTORS. Directors shall serve until their successors are appointed and qualified. A minimum of five directors must serve on the Board of Directors; however there may be **up to eleven directors** serving on the board. The actual number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation.

Directors of the corporation shall **not be personally liable** to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

Names and addresses of the current directors/incorporators are as follows:

Gail Boggs: PO Box 252, Concrete, WA 98237

Dave Reid: c/o Puget Sound Energy, PO Box 97034 PSE O8N, Bellevue, WA 98009

Judy Hemenway: 50095 Sauk Store Road, Concrete, WA 98237

Deanne Ensley: 7552 Russell Road, Concrete, WA 98237
Marren Avery, 8178 Fish Hatchery Road, Marblemount, WA 98267
Vicki Johnson: PO Box 81, Rockport. WA 98283
Jamelle Pickenpaugh: PO Box 175, 59831 SR 20, Marblemount, WA 98267
Dawn Walters: PO Box 61, Marblemount, WA 98267
Breon Williams, PO Box 485, Concrete, WA 98237

ARTICLE VIII

The financial activities of the corporation are subject to LIMITATIONS, in that the corporation shall have no capital stock, and no part in the net earnings of this corporation shall inure in whole, or in part, to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501 (a) or 4501(c)(3) of the Internal Revenue Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

ARTICLE IX

TRANSACTIONS INVOLVING DIRECTORS are subject to special attention. No contracts or other transactions between this corporation and any other entity, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniary, or otherwise interested in, or is a trustee, director, or officer of such other entity. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniary, or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE X

DISSOLUTION DISTRIBUTIONS upon termination of corporation must be handled according to the provisions of the laws of the State of Washington for nonprofit organizations, which require that all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Internal Revenue Code, or any successor statutes, and which further purposes set forth in Article III. In no event, shall any of the corporation's assets be distributed to the officers, directors, or employees of the corporation.

ARTICLE XI

This corporation reserves the right to make AMENDMENTS or otherwise alter, change, and repeal any provision contained in these Articles of Incorporation by the affirmative **vote of majority of sixty (60) percent** of the Board of Directors.

ARTICLE XII

Six INCORPORATORS, each a then director of the corporation then named the Upper Skagit Bald Eagle Festival Committee, signed the original Articles on 06 March 1991. By signing below in lieu of the original incorporators, each current director whose name and address is listed in Article VII above, **reaffirms the original incorporation, and acknowledges this current document** as its modified and restated successor.

IN WITNESS WHEREOF, on this _____ day of _____, 2006

Judy Hemenway
President of SRBEAT

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, **Vicki A. Johnson** hereby consent to serve as Registered Agent in the state of Washington for the Skagit River Bald Eagle Awareness Team. I understand that as agent for the foundation, it will be my responsibility to accept Service of Process on behalf of the corporation; to forward license renewals and other mail to the corporation; and to immediately notify the Office of the Washington Secretary of State in the event of my resignation or of any changes in the Registered Office address.

Signed _____,

Registered Agent; Dated _____ 2006