

“IRS Attachment A”

ARTICLES OF INCORPORATION

Emergency Assistance for Seattle Employees

The undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington) (the “Act”), hereby signs and verifies the following Articles of Incorporation for such corporation.

ARTICLE I—NAME

The name of the corporation shall be **Emergency Assistance for Seattle Employees** (hereinafter referred to as the “Corporation”).

ARTICLE II –DURATION

The Corporation shall have perpetual existence.

ARTICLE III--PURPOSES AND POWERS

Section 1. Purposes. The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”). More specifically, the Corporation is organized for charitable purposes to provide support and resources to City of Seattle employees or their immediate family who are in need.

Section 2. Powers. In furtherance of the foregoing purposes and subject to such limitations and conditions as are prescribed by law or in the Corporation’s Articles of Incorporation or Bylaws, the Corporation may receive property by gift, contribution or otherwise, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, religious, scientific, literary or educational purposes, and engage in any lawful activity that 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 3. General. 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 that 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 IV--LIMITATIONS

Section 1. Activities Consistent with Limitations of Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities which are prohibited for (a) a corporation exempt from federal income taxes under Section 501(c)(3) of the Code or a successor provision thereof or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or a successor provision thereof.

Section 2. Political Activity. No substantial part of the activities of the Corporation shall be activities that, within the meaning of the Code, would constitute lobbying, 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 an 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.

Section 3. No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other private person, 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.

ARTICLE V-- MEMBERS

The Corporation shall have no members.

ARTICLE VI --DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, criteria for removal, time and place of meetings and powers and duties of the directors shall be prescribed in the Bylaws of the Corporation. The number of directors constituting the Board of Directors of the Corporation shall be no less than seven director(s). The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

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|--------------------|--|
| 1. Henry Brown | 3716 84 th Ave SE, Mercer Island, WA 98040 |
| 2. Sylvia Cavazos | 2016 NE 35 th Place, Newcastle, WA 98056 |
| 3. Susan Cohen | P.O. Box 4078, Rollingbay, WA 98061 |
| 4. Patrick Pavey | 5610 38 th Ave SW, Seattle, WA 98126 |
| 5. Junko Whitaker | 6717 48 th Ave SW, Seattle, WA 98136 |
| 6. Karen Winston | 6209 South 119 th Street, Seattle, WA 98178 |
| 7. Terry Wittman | 3716 SW Trenton Street, Seattle, WA 98126 |
| 8. Allan Yamaguchi | 33 174 th Street SW, Bothell, WA 98012 |

ARTICLE VII--DIRECTOR LIABILITY LIMITATIONS

No director of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director, unless such conduct involves (a) intentional misconduct or a knowing violation of law by the director, (b) a violation of RCW 23B.08.310 or (c) 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 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 deemed eliminated or limited to the full extent permitted by the 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 VIII—INDEMNIFICATION

Section 1. Authority to Indemnify. The Corporation shall have the power and duty to indemnify, including advancing expenses to, any director, officer, employee or agent of the Corporation made or threatened to be made a party to any suit or legal proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or arising out of his or her activities undertaken on behalf of the Corporation, except that such indemnity shall not apply on account of: (a) Acts or omissions of such person finally adjudged to be intentional misconduct or a knowing violation of law; (b) With respect to directors, conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or (c) Any transaction with respect to which it was finally adjudged that such person personally received a benefit in money, property or services to which the person was not legally entitled. This indemnity shall continue after a person has ceased to be a director, officer, employee or agent of the Corporation and may inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. Nonexclusivity 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 disinterested directors or otherwise.

ARTICLE IX--BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation. The authority to make, alter, amend or repeal Bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors..

ARTICLE X--AMENDMENT

These Articles of Incorporation may be amended by the majority affirmative vote of the Directors then in office, notwithstanding if these Articles, the Bylaws of the Corporation or applicable law permits a lesser number of directors to establish a quorum at a Board meeting.

ARTICLE XI-- REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be in Seattle, Washington. The name of the initial registered agent of the Corporation at such address shall be Junko Whitaker.

ARTICLE XII -- DISSOLUTION

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or 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 recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as determined by the Board , or to similar nonprofit organization for which this Corporation is organized.

ARTICLE XIII--INCORPORATOR

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

Junko Whitaker 6717 48th Avenue SW, Seattle, WA 98136

IN WITNESS WHEREOF, the undersigned incorporator(s) has signed these Articles of Incorporation this day of _____, 20____.

By: _____

By: _____

CONSENT TO APPOINTMENT AS REGISTERED AGENT

Junko Whitaker hereby consents to serve as registered agent, in the State of Washington, for the *Emergency Assistance for Seattle Employees* (the "Corporation"). I understand that as agent for the Corporation, it will be my 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 notify the Office of the Secretary of State immediately of my resignation or of any changes in the address of the registered office of the Corporation for which I am agent.

Date: _____

By: _____