

249904

FILE NUMBER



DOMESTIC

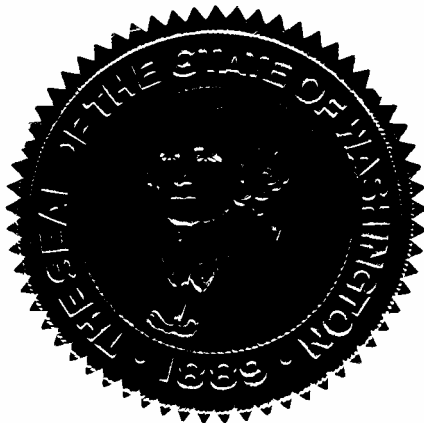
STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of GREEN RIVER COMMUNITY COLLEGE FOUNDATION  
a domestic corporation of Auburn, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

September 15, 1975

*Bruce K. Chapman*

BRUCE K. CHAPMAN  
SECRETARY OF STATE

D249904  
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION

of GREEN RIVER COMMUNITY COLLEGE FOUNDATION  
a domestic corporation of Auburn, Washington,  
(Changing name to GREEN RIVER FOUNDATION)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

RECORDED  
JAN 19 1981  
GREEN RIVER COLLEGE  
Business Office

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

January 8, 1981

*Bruce K. Chapman*

BRUCE K. CHAPMAN  
SECRETARY OF STATE

# STATE of WASHINGTON



## SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

### CERTIFICATE OF AMENDMENT

to

GREEN RIVER FOUNDATION

a Washington Non Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to GREEN RIVER COMMUNITY COLLEGE FOUNDATION

UBI Number: 600 172 472

Date: January 14, 1999



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

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State  
2-249904-0

ARTICLES OF INCORPORATION

GREEN RIVER FOUNDATION

The undersigned, acting as incorporator of a corporation under the provisions of Title 24.03, Revised Code of Washington and acts amendatory thereto, adopts the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME AND DURATION

- A. The name of this corporation shall be Green River Foundation.
- B. The corporation existence of this Foundation shall begin on the day the Certificate of Incorporation is issued by the Secretary of State of the State of Washington, and shall continue perpetually thereafter, unless dissolved as provided by law.

ARTICLE II

PURPOSES

This corporation is organized for the purpose of bringing together interested members of the community who are concerned with the development of Green River Community College. The corporation shall be operated for the maintenance and/or the realization and attainment of educational, cultural, scientific, and charitable purposes by maintaining, developing, increasing, and extending the facilities and services of Washington Community College District No. 10 and providing broader educational service opportunities to its students, staff, faculty, and the residents of the geographical area which it serves.

ARTICLE III

POWERS

In addition to all other powers provided by law and in furtherance of its purposes, this corporation shall have the power:

- A. To solicit and receive by gift, grant, devise or bequest, and to acquire by purchase, lease, exchange otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.
- B. To make contributions, grants, gifts and transfers of property, both real and personal, either outright or intrust, to or for the benefit of other organizations identified and associated with Community College District No. 10 which are tax exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto.
- C. To conduct any and all activities permitted to an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or acts amendatory thereof or supplementary thereto.

ARTICLE IV

LIMITATIONS

- A. No substantial part of the activities of this corporation shall be for carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- B. The corporation is nonprofit, shall have no capital stock and no part in the net earnings of this corporation shall inure to the benefit of any director, officer, or private individual except those exempt under Section 501 (c) (3) of the Internal Revenue Code or acts amendatory thereof or supplementary thereto.

- C. No dividend shall ever be declared or paid by this corporation, and upon termination or dissolution all of the remaining assets of this corporation shall be distributed, transferred, and conveyed, in trust or otherwise, either to Community College District No. 10 or to other organizations identified as associated with Community College District No. 10, which are tax exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto.
- D. Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or successor sections, or by the organization contributions to which are deductible under Section 170 (c) (2) of such code, or successor sections.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

- A. The registered office of this corporation shall be at 12401 SE 320th Street, Auburn, Washington, 98002.
- B. The name of the registered agent of this corporation at such address shall be Richard Rutkowski.

ARTICLE VI

MEMBERS

This corporation shall have non-voting members who shall be approved by the Board of Directors. The corporation shall be governed by the Board of Directors and Officers. Criteria for membership shall be adopted by the Board of Directors.

ARTICLE VII

DIRECTORS

- A. The names and addresses of the persons who are the initial Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Melvin Lindbloom	1235 22nd Street SE Auburn, Washington 98002
Mrs. Helen Smith	1535 Myrtle Avenue Enumclaw, Washington 98022
Dr. Earl Norman	1201 "M" Street NE Auburn, Washington 98002

- B. Any director of this corporation may be removed for the office at any time by two-thirds vote of all of the other directors then serving, whenever in their judgement the best interests of the corporation would be served by such removal.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Mrs. Helen Smith	1535 Myrtle Avenue Enumclaw, Washington 98022

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- A. Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit, or proceeding of which he may be involved by reason of his being or having been a director or officer of this corporation.
- B. No such director or officer shall be so indemnified:
  - 1. With respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer; or,
  - 2. a. such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit, or proceeding.
    - b. such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the board of directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion.
- C. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the corporation itself.
- D. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer shall be entitled as a matter of law.



ARTICLE X

EXEMPTION OF DIRECTORS AND OFFICERS FROM PERSONAL LIABILITY

The private property of the incorporator, directors, officers and employees of this corporation shall be wholly exempt from liability for any and all debts, obligations, and liabilities of this corporation.

ARTICLE XI

SIGNATURE

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_,  
1975, in King County, Washington.

\_\_\_\_\_  
Notary Public  
Residing at  
\_\_\_\_\_