

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

**THE TEANAWAY RIVER BIOSPHERE PROJECT**

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

Date: 1/19/2005

UBI Number: 602-464-492

APPID: 217143



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

Sam Reed, Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**THE TEANAWAY RIVER BIOSPHERE PROJECT**

The undersigned, being over the age of twenty-one (21) years and a citizen of the United States, for the purpose of forming a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 RCW), hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation shall be The Teanaway River Biosphere Project.

**ARTICLE II**

**Duration**

This Corporation shall continue perpetually.

**ARTICLE III**

**Purpose**

A. **Organization:** This Corporation is organized exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to maintaining and operating a non-profit business for the purpose of providing financial assistance and services to ensure the preservation and restoration of the Teanaway watershed to include all indigenous flora and fauna and endangered species. The Corporation's purpose shall further be to investigate new techniques of river riparian restoration and improvement of cold-water retention for trout and salmon as well as the habitat for "source foods" for those indigenous species that will benefit river systems down to the Pacific ocean and beyond.

B. **Powers:** In carrying out these purposes, the Corporation may exercise all powers of a Corporation organized under the nonprofit laws of the State of Washington, RCW 24.03, provided that the exercise of such powers is consistent with the purposes for which the Corporation is organized.

## ARTICLE IV

### Prohibited Actions

A. **No Private Benefit**: No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any member, contributor, director, trustee, officer, or other private individual, except as reasonable compensation for services actually rendered or as reimbursement for expenses actually paid on behalf of the Corporation.

B. **Influencing Legislation**: No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code of 1986 (as amended from time to time). The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. **Conducting Business**: Notwithstanding any other provision herein, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation which is tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. **Self-dealing**: The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

E. **Required Distributions**: The Corporation shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

F. **Excess Business Holdings**: The Corporation shall not retain any excess business holdings, within the meaning of Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

G. **Investments**: The Corporation shall not make any investments that jeopardize the charitable purpose of the Corporation, within the meaning of Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

H. **Taxable Expenditures**: The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE V**

### **Dissolution or Liquidation**

Upon dissolution or liquidation of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to Army Emergency Relief, Building #2140, Waller Hall, Fort Lewis, WA 98433, provided that such organization maintains its status as an exempt qualifying organization ("Exempt Organization") under Section 501(c)(3) of the Internal Revenue Code of 1986 ("Section 501 (c)(3)") (or the corresponding provisions of any future United States Internal Revenue Code). If at the time of distribution of assets pursuant to a dissolution or liquidation of the Corporation the Army Emergency Relief is no longer an Exempt Organization ("Nonexempt Organization"), then the portion of the assets of the Corporation which was originally intended to be distributed to such Nonexempt Organization shall be distributed to the Alzheimer's Association, Chapters, 225 North Michigan Avenue, Floor 17, Chicago, IL 60601, another qualifying organization selected by a majority vote of the directors of the Corporation and that is exempt pursuant to Section 501 (c)(3).

## **ARTICLE VI**

### **Registered Agent and Office**

The name and address of the registered agent of the Corporation is Clemencia Castro-Woolery, Wells Fargo Plaza, Suite 1200, 1201 Pacific Avenue, Tacoma, WA 98402.

## **ARTICLE VII**

### **Initial Directors**

The initial Board of Directors shall be made up of the following one (1) person:

John A. Louraine	Address:	P. O. Box 88417 Steilacoom, WA 98388
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The initial director shall hold office until his successors, if any, are elected and take office in the manner prescribed by the Bylaws.

## **ARTICLE VIII**

### **Incorporator**

The name and address of the incorporator is Clemencia Castro-Woolery, Eisenhower & Carlson, PLLC, 1201 Pacific Avenue, Suite 1200, Tacoma, WA 98402.

## ARTICLE IX

### Liability

A. **Lack of Personal Liability**: No officer, director or member of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as an officer, director or member, when conduct takes place on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the officer, director or member; and (ii) any transaction from which the officer, director or member will personally receive a benefit in money, property or service to which the officer, director or member is not legally entitled.

B. **Amendment of Act**: If the Washington Nonprofit Corporation Act is amended or superseded to authorize corporate action further eliminating or limiting the personal liability of officers, directors and/or members, then the liability of an officer, director or member of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended or superseded.

C. **Repeal of Article**: Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection of an officer, director or member existing at the time of such repeal or modification.

D. **Prior Acts**: This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

## ARTICLE X

### Limitation of Liability and Indemnification

10.1 **Limitation of Liability.** Neither a director, officer or staff member of the Corporation shall be personally liable, responsible or accountable in damages or otherwise to the Corporation for any act or omission by any such person performed in good faith pursuant to the authority granted to such person by the Corporation, and in a manner reasonably believed by such person to be within the scope of the authority granted to such person and in the best interest of the Corporation; provided, however, that such person shall retain liability for acts or omissions that involve intentional misconduct, a knowing violation of the law, a violation of the Washington Nonprofit Corporation Act or for any transaction from which such person will personally receive a benefit in money, property, or services to which such person is not legally entitled.

10.2 **Indemnification.** To the fullest extent permitted by applicable law, a director, officer or staff member ("Covered Person") shall be entitled to indemnification from the Corporation for any loss, damage, or claim incurred by such Covered Person by reason or any act or omission performed or omitted by such Covered Person in good faith on behalf of the Corporation and in a manner reasonably believed to be within the scope of authority conferred on such Covered Person by the Corporation, except that no Covered Person shall be entitled to be indemnified in respect of any loss, damage or claim incurred by such Covered Person if (1) he or she acted with gross negligence, bad faith, or wilful misconduct with respect to such act or omissions; or (2) the

Corporation is prohibited by the Washington Nonprofit Act or other applicable law as then in effect from paying such indemnification; or (3) in the opinion of Corporation, payment of such indemnification would (a) subject the Corporation to imposition of taxes under the Internal Revenue Code of 1986 (as amended from time to time); or (b) cause the Corporation to lose its tax exempt status from federal income taxation.

10.3 **Notice.** If any claim, demand, action, suit or proceeding shall be instituted or asserted or any loss, damage or claim shall arise in respect of which indemnity may be sought by a Covered Person pursuant to *Section* 10.2, such Covered Person shall promptly notify the Corporation thereof in writing. Failure to provide notice shall not affect the Corporation's obligations hereunder except to the extent the Corporation is actually prejudiced thereby.


10.4 **Contest.** The Corporation shall have the right to participate in and control the defense of any such claim, demand, action, suit or proceeding, and in connection therewith, to retain counsel reasonably satisfactory to each Covered Person, at the Corporation's expense, to represent each Covered Person and any others the Corporation may designate in such claim, demand, action, suit or proceeding. The Corporation shall keep the Covered Person advised of the status of such claim, demand, action, suit or proceeding and the defense thereof and shall consider in good faith recommendations made by the Covered Person with respect thereto.

10.5 **Advance Payments.** The Corporation shall pay all expenses (including attorneys' fees), costs, judgments, penalties, fines and amounts paid in settlement of any such proceeding as any Covered Person incurs them in advance of the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the Covered Person to repay the amount if it is ultimately determined by a court of competent jurisdiction that such Covered Person is not entitled to be indemnified by the Corporation.

10.6 **Nonexclusive Rights.** The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which such Covered Person may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.7 **Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any Covered Person against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article X.

THEREFORE, the incorporator has affixed her signature on this 18 day of January, 2005.

  
Clemencia Castro-Woolery  
Incorporator

00292242.doc

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, CLEMENCIA CASTRO-WOOLERY, hereby consent to serve as registered agent, in the State of Washington, for the following foundation ("Company"):

**The Teanaway River Biosphere Project**

I understand that as agent for the Company, it will be my responsibility to accept service of process in the name of the Company; to forward all mail and license renewals to the appropriate officers of the Company; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the Foundation for which I am agent.

DATED this 18 day of January, 2005.



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Clemencia Castro-Woolery  
1201 Pacific Avenue, Suite 1200  
Tacoma, WA 98402



STATE OF WASHINGTON )

: ss.

County of Pierce )

I certify that I know or have satisfactory evidence that Clemencia Castro-Woolery is the person who appeared before me, and said person acknowledged that she signed this instrument and acknowledged it to be her free and voluntary act for the uses and purposes mentioned in the instrument.

DATED this 18 day of January, 2005.



Marsha J. Reiburn  
NOTARY PUBLIC, in and for the State of  
Washington, residing at Yacoma  
Printed Name: MARSHA J REIBURN  
My Commission expires: 8/31/08