

FILED
STATE OF WASHINGTON

AUG 09 1996

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION

(Non-Profit Corporation)

OF

COLUMBIA BASIN FOUNDATION

COPY

We, the undersigned, being over the age of twenty-one (21) years and acting as the incorporators of a corporation under the provisions of the Washington Non-Profit Corporation Act (Revised Code of Washington § 24.03) adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this Corporation shall be: Columbia Basin Foundation.

ARTICLE II

INTENT

The Foundation is intended to be an organization which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is an organization described in Section 509(a)(3) (or corresponding provision of any future United States Internal Revenue Law). All terms and provisions of these Articles and all operations of the Foundation shall be construed, applied, and carried out in accordance with such intent.

ARTICLE III

PURPOSE

The purposes for which the Corporation is organized are:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda (no part of the activities of a private foundation may be used to influence legislation as defined in Section 4945), or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Washington pursuant to the provisions of RCW Title 24.03.

ARTICLE IV

TERMINATION.

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office of the Corporation 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.

ARTICLE V

INCOME DISTRIBUTION

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue

Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors shall be nine (9) to fifteen (15) in number, and their names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
J.E. Abram	P.O. Box 567 Moses Lake, Washington 98837
Robert S. Allen	P.O. Box 14 Wilson Creek, Washington 98860
Edmund F. Baroch	2026 Crestmont Drive Moses Lake, Washington 98837
Mitchell P. Delabarre	510 N. Crestview Drive Moses Lake, Washington 98837
Erling G. Gebers	P.O. Box 277 Quincy, Washington 98848
Leslie G. Michie	1221 E. Wheeler Road P.O. Box 1197 Moses Lake, Washington 98837
A. Randal Dickinson	1430 S. Pioneer Way Moses Lake, Washington 98837
Laverne I. Amend	1000 13th Avenue S.W. Quincy, Washington 98848
Mick Ewart	P.O. Box 598 Connell, Washington 99326

NAME

STREET ADDRESS

F. G. Rose

1 Desert Rose Place
Quincy, Washington 98848

Norman E. White

6779 Road N.5 N.W.
Quincy, Washington 98848

ARTICLE VII

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and registered office are:

Registered Agent:

Leslie G. Michie

Registered Office:

1221 E. Wheeler Road

P.O. Box 1197

Moses Lake, Washington 98837

ARTICLE IX

AMENDMENTS

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Washington.

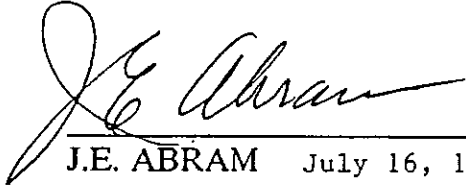
ARTICLE X

DEFINITIONS

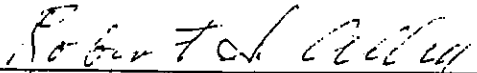
All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Washington shall be deemed to refer to the laws of the State of Washington as now in force or hereafter amended.

We, the Incorporators, declare that we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of our knowledge and belief, true, correct and complete.

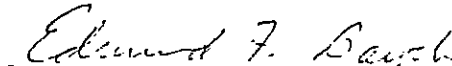
EXECUTED this _____ day of _____, 19__.



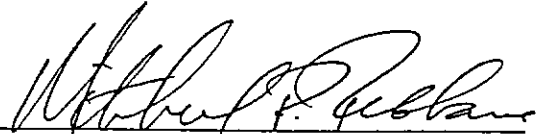
J.E. ABRAM July 16, 1996



ROBERT S. ALLEN July 8, 1996



EDMUND F. BAROCH July 8, 1996



MITCHELL P. DELABARRE July 18, 1996



ERLING G. GEBERS July 14, 1996




LESLIE G. MICHIE July 18, 1996



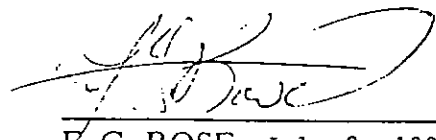
A. RANDAL DICKINSON July 8, 1996




LAVERNE I. AMEND July 8, 1996



MICK EWART July 30, 1996



F. G. ROSE July 8, 1996

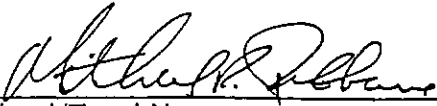


NORMAN E. WHITE July 8, 1996

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that J.E. ABRAM signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

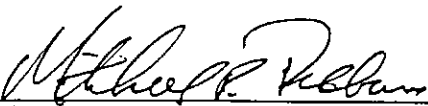
DATED this 16th day of July, 1996.


Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that ROBERT S. ALLEN signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.


DATED this 8th day of July, 1996.


Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that EDMUND F. BAROCH signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

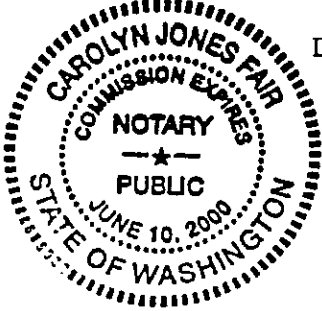
DATED this 8th day of July, 1996.


Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that MITCHELL P. DELABARRE signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

DATED this 18th day of July, 1996.



Carolyn Jones Fair
Printed/Typed Name Carolyn Jones Fair
NOTARY PUBLIC, State of Washington.
My appointment expires 6/10/2000

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that ERLING G. GEBERS signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

DATED this 14th day of July, 1996.

Mitchell P. Delabarre
Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that LESLIE G. MICHIE signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.


DATED this 18th day of July, 1996.

Mitchell P. Delabarre
Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that A. RANDAL DICKINSON signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.


DATED this 8th day of July, 1996.


Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that LAVERNE I. AMEND signed this instrument and acknowledged it to be her free and voluntary act for the uses and purposes mentioned in the instrument.

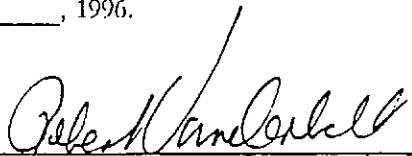
DATED this 8th day of July, 1996.


Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

STATE OF WASHINGTON)
) ss.
COUNTY OF ~~GRANT~~ Franklin)

I CERTIFY that I know or have satisfactory evidence that MICK EWART signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.


DATED this 30 day of 7, 1996.


Printed/Typed Name Robert Underhill
NOTARY PUBLIC, State of Washington.
My appointment expires 11-15-99

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that F. G. ROSE signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

DATED this 8th day of July, 1996.



Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

STATE OF WASHINGTON)
) ss.
COUNTY OF GRANT)

I CERTIFY that I know or have satisfactory evidence that NORMAN E. WHITE signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

DATED this 8th day of July, 1996.




Printed/Typed Name Mitchell P. Delabarre
NOTARY PUBLIC, State of Washington.
My appointment expires 10/15/96

CONSENT TO APPOINTMENT AS REGISTERED AGENT

LESLIE G. MICHIE, hereby consents to serve as registered agent, in the State of Washington, for the following corporation: COLUMBIA BASIN FOUNDATION. The undersigned understands that as agent for the Corporation, it will be his 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 immediately notify the Office of the Secretary of State of its resignation or of any changes in the address of the registered office of the Corporation for which it is agent.

DATED the 17TH day of JULY, 1996.

By


LESLIE G. MICHIE
1221 E. Wheeler Road
P.O. Box 1197
Moses Lake, Washington 98837