

**ARTICLES OF INCORPORATION
OF
WHATCOM COUNTY FARM FORESTRY ASSOCIATION**

THE UNDERSIGNED, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03), adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation shall be WHATCOM COUNTY FARM FORESTRY ASSOCIATION.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSES

The purposes for which this Corporation is organized are as follows:

1. To cultivate, foster and promote interest and participation in the stewardship of private forest resources.
2. To provide a medium for the exchange of ideas on farm forestry between tree farmers and public and private agencies.
3. To provide tours, demonstrations, and other educational programs that will enable farm foresters to better manage their property and that illustrate the value of forestry to Association members and the general public.
4. To promote opportunities for youth education in forestry and land stewardship.
5. To be associated with the Washington Farm Forestry Association.
6. To cooperate with individuals, organizations, agencies, and corporations to promote the purposes of the Corporation.
7. To be organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enforced or hereafter amended.
8. To do and engage in all lawful activities that are in furtherance of one or more of the purposes of the Corporation not inconsistent with Section 501(c)(3) of the Internal Revenue Code.

9. To have and exercise the general powers and privileges specified in RCW 24.03.035 of the Washington Nonprofit Corporation Act as now in force or hereafter amended.

ARTICLE IV – PROVISIONS

The following provisions are inserted for regulation of the affairs of the Corporation:

1. **Permitted Activities.** Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation whose contributions 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).
2. **Dissolution.** Upon the dissolution of this Corporation, assets shall be distributed by the Board of Directors to an organization with similar purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).
3. **Income Accumulation.** The Corporation shall not unreasonably accumulate income within the meaning of the Internal Revenue Code.
4. **Compensation.** No compensation shall be paid to any member, Officer, Director, trustee, creator, or organizer of the Corporation, or a substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the benefit of the Corporation.
5. **Public Interests.** The Corporation is organized to serve public interests as they promote education and stewardship of private forest resources. Accordingly, it shall not be operated to provide direct financial support to contributors or members of the Corporation, or persons controlled directly or indirectly by such contributors or members.

ARTICLE V - STOCK

This Corporation shall issue no capital stock.

ARTICLE VI - MEMBERSHIP

Membership in said Corporation shall be open to any person who are members in good standing with the Washington Farm Forestry Association.

ARTICLE VII – REGISTERED OFFICE

The mailing and business address of the registered office of the Corporation shall initially be 1352 S. Lake Whatcom Boulevard, Bellingham, WA 98225 and the name of the initial Registered Agent at such address shall be Melbourne Reasoner. Thereafter, the address and Registered Agent may be modified per annual report submitted to the State of Washington.

ARTICLE VIII – BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors shall be not less than five (5), and the number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be as prescribed in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial Board of Directors of the Corporation are as follows:

Name & Address

Russell A Pfeiffer-Hoyt
6190 Saxon Rd
Acme, WA 98220

Sara Smith
3037 Meridian St.
Bellingham, WA 98225

Bradley Anderson
5609 Doren Road
Acme, WA 98220

Gilbert A. Jones
1158 Sudden Valley
Bellingham, WA 98226

Tom Westergreen
4800 South Pass Road
Sumas, WA 98295

Melbourne Reasoner
1352 S. Lake Whatcom Blvd.
Bellingham, WA 98226

Henry A. Reasoner
1352 S. Lake Whatcom Blvd.
Bellingham, WA 98226

Jack Hovde
504 North Shore Drive
Bellingham, WA 98226

William Hogan
3211 Cottonwood Ave.
Bellingham WA 98225-1220

ARTICLE IX – INDEMNIFICATION AND LIABILITY LIMITATIONS

The following apply to Board of Directors members:

- 1. Indemnification.** Board of Directors members are indemnified so long as they acted in good faith and reasonably believed that actions taken on behalf of the Corporation were in the Corporation's best interests and that any other actions (ie: actions taken in their individual capacities) were not opposed to the Corporation's interests.

- 2. Liability.** A Board of Directors member shall have no liability to the Corporation for monetary damages for conduct as a Director or Officer, except for acts or omissions that involve intentional misconduct by that person, or a knowing violation of law, where they vote or assent to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which they personally receive a benefit in money, property, or services to which they are not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended, then this Article shall be amended to the full extent permitted by the Washington Nonprofit Corporation Act. Any repeal or modification of this Article shall not adversely affect any right or protection of a Board of Directors member with respect to an act or omission of such member occurring prior to such repeal or modification.

ARTICLE X – INCORPORATOR ADDRESS

The name and address of the Incorporator of the Corporation is as follows:

Name	Address
William Hogan	3211 Cottonwood Ave. Bellingham, WA 98225