

# 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 INCORPORATION

to

SGC SOARING FOUNDATION

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

UBI Number: 601 996 938

Date: December 03, 1999



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

Ralph Munro, Secretary of State  
2-908646-9

601 996938  
2-908646-9

ARTICLES OF INCORPORATION  
OF  
SGC Soaring Foundation

Val: 12/03/1999 - 57536  
\$50.00 on 12/03/1999  
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FILED  
STATE OF WASHINGTON

DEC 3 1999

RALPH MUNRO  
SECRETARY OF STATE

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation is SGC Soaring Foundation (the "Corporation").

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Powers

The Corporation shall have all powers granted by the Washington Nonprofit Corporation Act, RCW 24.03, as amended (including any additional powers granted by amendments to said Act after the formation of the Corporation), which are consistent with the qualification of the Corporation under Section 501(c)(3) of the Code.

ARTICLE V

Directors

1. The number, term and manner in which directors of the Corporation are to be elected shall be specified in the Bylaws of the Corporation, subject to this Article V.

2. The Corporation shall have at least three (3) Directors, the actual number to be prescribed in the Bylaws. The number of Directors may be increased or decreased from time to time by the Members in accordance with the Bylaws. The initial Board of Directors shall consist of three (3) Directors.

3. The name and addresses of the persons who are to serve as the initial Directors are:

Dale Hacker  
14533 #D N.E. 30<sup>th</sup>  
Bellevue, WA 98007

James Simmons  
13716 - 50<sup>th</sup> Avenue West  
Edmonds, WA 98026

Ronald K. Ferguson  
9409 NE 14<sup>th</sup> Street  
Clyde Hill, WA 98004

4. The directors shall be classified with respect to the time for which they severally hold office into three classes designated Class I, Class II, and Class III. Each director shall serve for a term ending on the date of the third annual meeting of members following the annual meeting at which the director was elected; provided, however, that the initial director in Class I, shall hold office until the annual meeting of members in 2002, the initial director in Class II, shall hold office until the annual meeting of members in 2001, and the initial director in Class III, shall hold office until the annual meeting of members in 2000.

## ARTICLE VI

### Limitation on Director Liability

To the fullest extent permitted by Washington law as now or hereafter in effect, no director shall have any personal liability to the Corporation for monetary damages for conduct as a director, provided that this provision shall not be deemed to eliminate or limit the liability of a director for:

- (a) Any breach of the director's duty of loyalty to the corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Any unlawful distribution;

- (d) Any transaction from which the director derived an improper personal benefit; or
- (e) Any act or omission in violation of the Washington Nonprofit Corporation Act.

Any amendment to or repeal of this Article shall not adversely affect any right of a Director of the Corporation hereunder with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

## ARTICLE VII

### Indemnification of Directors

To the fullest extent permitted by Washington law as now or hereafter in effect, the Corporation is authorized to indemnify any Director of the Corporation. The Board of Directors shall be entitled to determine the terms of such indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of a Director of the Corporation hereunder with respect to any right to indemnification that arises prior to such amendment or repeal.

## ARTICLE VIII

### Limitations

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the organization 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 Article III.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding section of any future federal tax code, or

(b) by an organization, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) or corresponding section of any future tax code.

## ARTICLE IX

### Dissolution

In the event of dissolution, the net assets of the Corporation shall be distributed only to an organization or organizations to be selected by the Board of Directors that would qualify for an exemption as an organization described in Section 501(c)(3) of the Code or any successor statute.

## ARTICLE X

### Reserved Rights

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter permitted by law not inconsistent with its qualification under Section 501(c)(3) of the Code or any successor statute.

## ARTICLE XI

### Registered Office and Registered Agent

1. The first registered agent of the Corporation in the State of Washington is JGB Service Corporation.
2. The location and post office address of the first registered agent and the first registered office of the Corporation in the State of Washington is JGB Service Corporation, 3600 One Union Square, Seattle, WA 98101-3197. *600 University St.*

## ARTICLE XII

### Incorporator

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

Geoffrey G. Revelle  
Stoel Rives LLP  
600 University Street, Suite 3600

Seattle, Washington 98101-3197

IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 1<sup>st</sup> day of December, 1999.

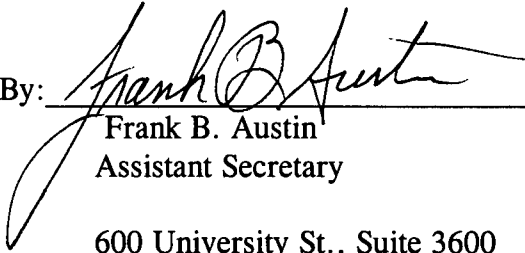
  
\_\_\_\_\_  
Geoffrey G. Revelle  
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned hereby consents to serve as registered agent for the Washington Assistive Technology Alliance in the State of Washington.

DATED this 1<sup>st</sup> day of December, 1999.

JGB SERVICE CORPORATION

By:   
Frank B. Austin  
Assistant Secretary

600 University St., Suite 3600  
Seattle, WA 98101

# STOEL RIVES LLP

ATTORNEYS

ONE UNION SQUARE  
600 UNIVERSITY STREET, 36<sup>TH</sup> FLOOR  
SEATTLE, WASHINGTON 98101-3197  
Telephone (206) 624-0900  
Fax (206) 386-7500

|     |              |                |   |                |
|-----|--------------|----------------|---|----------------|
|     | Name:        | Fax No.        | Company/Firm:   | Office No.     |
| TO: | Ron Ferguson | (425) 455-1992 | SGC Soaring Foundation<br>c/o Mainstar Software Corp. | (425) 455-3589 |

|       |                 |                       |
|-------|-----------------|-----------------------|
|       | Name:           | Sender's Direct Dial: |
| FROM: | Frank B. Austin | (206) 386-7620        |

|         |       |         |       |
|---------|-------|---------|-------|
| Client: | 35086 | Matter: | 00001 |
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DATE: December 29, 1999

No. of Pages (including this cover): 4

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|---|------------------|--------------------|---------------|
| Originals Not Forwarded Unless Checked: | First Class Mail | Overnight Delivery | Hand Delivery |
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In case of error call the fax operator at (206) 386-7506.

*This facsimile may contain confidential information that is protected by the attorney-client or work product privilege. If the reader of this message is not the intended recipient or an employee responsible for delivering the facsimile, please do not distribute this facsimile, notify us immediately by telephone, and return this facsimile by mail. Thank you.*

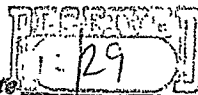
**COMMENTS:**

Dear Mr. Ferguson

Geoffrey Revelle asked me to change the Election of Directors paragraph in the Organizational Meeting Consent, switching the terms of Dale Hacker and James Simmons, and fax to you. Please call me at (206) 386-7620 if you have any questions. Thank you.

Sincerely,

*Frank*  
**Frank Austin**  
 Legal Assistant

Date: 

|   |              |
|---|--------------|
| ison _____                              | Others _____ |
| _____                                   | _____        |
| _____                                   | _____        |
| Erik _____                              | _____        |
| Ken _____                               | _____        |
| Ken <input checked="" type="checkbox"/> | _____        |



**CONSENT TO ACTION OF BOARD OF DIRECTORS  
IN LIEU OF  
ORGANIZATIONAL MEETING  
OF  
SGC SOARING FOUNDATION**

Pursuant to RCW 24.03.155 of the laws of the State of Washington, the undersigned, being all the members of the Board of Directors of SGC Soaring Foundation, a Washington nonprofit corporation (the "Corporation"), by this instrument in lieu of an organizational meeting of the Board of Directors of the Corporation, do hereby consent to the adoption of the following resolutions:

**ACKNOWLEDGMENT OF FILING OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation were filed in the office of the Secretary of State of the State of Washington on December 3, 1999. A copy of such articles with evidence of their filing has been inserted in the minute book of the Corporation.

**ADOPTION OF BYLAWS**

RESOLVED, that the Bylaws in the form attached to this Consent are adopted as the Bylaws of the Corporation. The Secretary is directed to insert them in the minute book.

**ELECTION OF DIRECTORS**

RESOLVED, that the following persons are hereby elected to serve as members of the Board of Directors of the Corporation. The directors are classified into three groups to serve staggered terms of office expiring on the earlier of their death, resignation or removal as a Director or the date of the annual meeting of the Board of Directors set forth opposite their names and until their successors are elected and qualified:

| <u>Name</u>     | <u>Class</u> | <u>Year of<br/>Expiration</u> |
|-----------------|--------------|-------------------------------|
| Ronald Ferguson | I            | 2002                          |
| Dale Hacker     | II           | 2001                          |
| James Simmons   | III          | 2000                          |

RESOLVED, that the initial director in Class I, shall hold office until the annual meeting of members in 2002, the initial director in Class II, shall hold office until the annual meeting of members in 2001, and the initial director in Class III, shall hold office until the annual meeting of members in 2000.

#### ELECTION OF OFFICERS

RESOLVED, that the following persons are hereby elected as officers of the Corporation, to serve until the next annual meeting of the Directors of the Corporation and until their successors are elected and qualified:

|                |                 |
|----------------|-----------------|
| President      | Ronald Ferguson |
| Vice President | Dale Hacker     |
| Secretary      | Norman Ellison  |
| Treasurer      | James Simmons   |

#### ADOPTION OF BANKING RESOLUTIONS

RESOLVED, that the officers of the Corporation are authorized to select the initial depository for the Corporation's funds, and that the officers of the Corporation are directed to execute all necessary forms of corporate resolution of authority for bank accounts and borrowings, copies of which shall be placed in the Corporation's minute book.

#### APPLICATION FOR TAX-EXEMPT STATUS

RESOLVED, that the Corporation shall apply to the Internal Revenue Service for recognition of its exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and

RESOLVED, that the officers of this Corporation are hereby authorized and directed to execute and file all documents and to take such other actions as they deem necessary or desirable in order to make application for such tax exempt status.

#### GENERAL AUTHORIZATION

RESOLVED, that the officers of the Corporation are authorized and directed to take all actions necessary or appropriate to organize the Corporation and to carry out the foregoing resolutions.


DATED:

DIRECTORS:

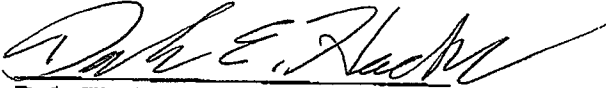
12/29, 1999

  
\_\_\_\_\_  
Ronald K. Ferguson

12/29, 1999

  
\_\_\_\_\_  
James Simmons

12/29, 1999

  
\_\_\_\_\_  
Dale Hacker