

# **Articles of Incorporation**

## **For The**

### **Chewelah Performing and Cultural Arts Center**

We the undersigned, acting as the incorporators of a corporation under the provisions of the Washington Nonprofit corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby sign and verify the following articles on Incorporation for such corporation.

#### **Article 1: Name**

The name of the corporation shall be Chewelah Performing and Cultural Arts Center (hereinafter referred to as the "Corporation")

#### **Article 2: Duration**

The Corporation shall have perpetual existence.

#### **Article 3: Registered Office and Agent**

The address of the initial registered office of the Corporation shall be 804 W Jenkins Ave, Chewelah, Washington 99109. The name of the initial registered agent of the Corporation at such address shall be Sharon Ludwig. We have on file a signed consent to appointment as a registered agent for the above named Sharon Ludwig.

#### **Article 4: Purposes and Powers**

Section A. Purposes. The purposes for which this Corporation is formed are exclusively charitable and educational and include the following:

- a. To bring together leadership and resources to create and sustain a center of excellence to educate, inspire and celebrate the performing and visual arts in Chewelah, Washington.
- b. To ensure availability and accessibility to the performing and visual arts for all members of the greater Chewelah community.
- c. To develop, construct, or procure and/or to maintain and improve facilities for the advancement of the Corporation's purposes.

Section B. Powers. In general, and subject to such limitations and conditions as are or may be proscribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

#### **Article 5: Limitations**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

All of the purposes and powers of the Corporation shall be exercised for charitable and educational purpose in such a manner that the Corporation shall qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and that contributions to the Corporation shall be 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.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal and state income taxes 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) 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.

**Article 6: Dissolution**

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this corporation is organized.

**Article 7: Members**

The qualifications of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

**Article 8: Directors**

The number of directors constituting the initial Board of Directors of the Corporation shall be (8) eight. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Sharon Ludwig	804 W Jenkins Ave, Chewelah, WA 99109
Jessica Sety	PO Box 241, Chewelah, WA 99109
David Ferre	2238 Cozy Nook Rd, Chewelah, WA 99109
Louise Glenn	2520 Canyon Crest Way, Chewelah, WA 99109
Joe Wulczynski	1986 Hwy 395 S, Chewelah, WA 99109
Tracey Rice	2463 United Copper Mine, Chewelah, WA 99109
Bud Evans	2587 Flowery Trail, Chewelah, WA 99109
Kathy Childs	2238 Cozy Nook Rd, Chewelah, WA 99109

The powers and duties, numbers, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

**Article 9: Bylaws**

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

**Article 10: Incorporators**

The names and addresses of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Sharon Ludwig	804 W Jenkins Ave, Chewelah, WA 99109
Jessica Sety	PO Box 241, Chewelah, WA 99109
David Ferre	2238 Cozy Nook Rd, Chewelah, WA 99109
Louise Glenn	2520 Canyon Crest Way, Chewelah, WA 99109
Joe Wulczynski	1986 Hwy 395 S, Chewelah, WA 99109
Tracey Rice	2463 United Copper Mine, Chewelah, WA 99109
Bud Evans	2587 Flowery Trail, Chewelah, WA 99109
Kathy Childs	2238 Cozy Nook Rd, Chewelah, WA 99109

**In Witness Whereof**, the undersigned have signed these Articles of Incorporation this 26 day of August 2008.

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