

Articles of Incorporation, Whidbey Island Water Systems Association - A Nonprofit Corporation -

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Washington State, do hereby certify:

Article 1: The name of the Corporation shall be: Whidbey Island Water Systems Association.

Article 2: The place in this state where the principal office of the Corporation is to be initially located at is the city of Oak Harbor 98277, Island County, State of Washington.

Article 3: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purpose of the corporation is :

Section 1: Provide Information Focal Point. Share between members sample government required statements, forms, and reports; share between members technical and operating data from members and available from other sources. Provide a central focal point for Whidbey Island Water information.

Section 2: Keep Membership Informed. Keep membership current on government requirements of water purveyors and pending legislation impacting water purveyors. Keep membership informed on government and industry symposiums and technical and legislative meetings.

Section 3: Training. Provide a forum of training for member Water Operators, Board Members, and Well Owners.

Section 4: Provide Action Forum. Create a forum for political action and public information on Whidbey Island water issues.

Section 5: General. Other tasks as may be added or deleted by the Board of Directors or as may be requested by a majority vote of the membership in attendance, which have voting rights, at any regular or special meetings.

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Article 4: ~~The corporation shall have (5) Five Directors.~~The corporation's board of directors shall consist of a minimum of five (5) directors, with the maximum number of directors specified or fixed in accordance with the corporation's bylaws. The initial director's names and addresses are:

- 1:Tom Baxter P.O. Box 621 Clinton WA. 98236
- 2:Joseph E. Waldrup 2172 Norman Dr. Oak Harbor WA. 98277
- 3:Dean Thiem P.O. Box 954 Oak Harbor WA. 98277
- 4:Richard Gardner P.O. Box 464 Coupeville WA. 98239
- 5:Bill Brooks P.O. Box 954 Oak Harbor WA. 98277

Article 5: 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda. 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

Article 6: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding

section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

Article 7: The registered Agent and registered office of this corporation are:

Joseph E. Waldrup
P.O.Box 1636
Oak Harbor, WA 98277

Article 8: The corporation shall have members. The classes, qualifications, rights and obligations of the members of the corporation are spelled out in the Bylaws of the corporation

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Article 9: The period of duration of the corporation is perpetual.

Article 10: Names and addresses of Incorporators:

- 1: Joseph E. Waldrup 2172 Norman Dr. Oak Harbor WA. 98277
- 2: Karen Bess 330 E. Sleeper Rd. Oak Harbor WA. 98277
- 3: Nancy Noulín 2926 S. Saratoga Rd. Langley WA. 98260
- 4: Dean Thiem P.O. Box 954 Oak Harbor WA. 98277

Article 11: Minutes of Organizational Meeting: Attached as Exhibit "A".

In witness whereof, we have hereunto subscribed our names this 16 day of December, 2004:

Joe Waldrup, Incorporator
Karen Bess, Incorporator
Nancy Noulín, Incorporator
Dean Thiem, Incorporator

The undersigned, being the registered agent listed in these Articles of Incorporation hereby accepts the position as such and agrees to act in such capacity. The undersigned further represents that he or she is familiar with the obligations of the position and agrees to comply with them.

Registered Agent