

**AMENDED ARTICLES OF INCORPORATION  
OF**

Washington Workforce Professionals Foundation  
April 12, 2019, Amended September 27, 2019

We, the undersigned, acting as the incorporators of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 *et seq* of the Revised Code of Washington), hereby sign and verify the following amended Articles of Incorporation for such corporation.

**Article I: Name**

The name of the corporation shall be Washington Workforce Professionals Foundation (hereinafter referred to as the "Corporation").

**Article II: Duration**

The Corporation shall have perpetual existence.

**Article III: Registered Office and Agent**

The address of the initial registered office of the Corporation shall be 510 Bates Street SE, Tumwater, WA 98501, The name of the initial registered agent of the Corporation at such address shall be SparrowHawk Consulting Company, Inc attn: Donald J. Chalmers, Jr.

**Articles IV: Members**

The sole voting member shall be the Washington State Chapter of the International Association of Workforce Professionals; provided, however, the Board of the Corporation may establish non-voting members who are currently working as workforce professionals in Washington state or have retired from such employment as provided for in the Bylaws.

**Article V: Purposes and Powers**

Section 1. Purposes. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the following:

- A. To serve the needs of Washington state professionals working in public and private workforce development or retired therefrom;
- B. To provide education and training opportunities for members;
- C. To collectively offer other benefits for members;
- D. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which enures to the benefit of any private shareholder or

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- 1 individual, and no substantial part of the activities of which is carrying on  
2 propaganda, or otherwise attempting to influence legislation; and  
3 E. To do any and all lawful activities which may be necessary, useful or desirable for  
4 the furtherance, accomplishment, fostering or attainment of the foregoing  
5 purposes, either directly or indirectly and either alone or in conjunction or  
6 cooperation with others, whether such others be persons or organizations of any  
7 kind or nature, such as corporations, firms, associations, trusts, institutions,  
8 foundations, or governmental bureaus, departments, or agencies.  
9

10 Section 2. Powers. In general, and subject to such limitations and conditions as are or  
11 may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the  
12 Corporation shall have all powers which now or hereafter are conferred by law upon a  
13 corporation organized for the purposes set forth above, or are necessary or incidental to the  
14 powers so conferred, or are conducive to the attainment of the Corporation's purposes.  
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**Article VI: Limitations**

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18 All of the purposes and powers of the Corporation shall be exercised exclusively for  
19 charitable, scientific, literary and educational purposes in such manner that the Corporation  
20 shall qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of  
21 1986, as amended (the "Code") or any successor provision, and that contributions to the  
22 Corporation shall be deductible under Section 170 (c) (2) of the Code or any successor  
23 provision.  
24

25 No substantial part of the activities of the Corporation shall be the carrying on of  
26 propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to  
27 an organization described in Section 501(c) (3) of the Code or any successor provision. The  
28 Corporation shall not participate in or intervene in [including the publishing or distribution of  
29 statements] any political campaign on behalf of (or in opposition to) any candidate for public  
30 office.  
31

32 Notwithstanding any other provisions of these Articles, the Corporation shall not carry  
33 on any activities not permitted to be carried on (a) by a corporation exempt from federal and  
34 state income taxes under Section 501(c) (3) of the Code or any successor provision, or (b) by a  
35 corporation, contributions to which are deductible under Section 170 (c) (2) of the Code or any  
36 successor provision.  
37

38 No part of the net earnings of the Corporation shall inure to the benefit of, or be  
39 distributable, to its members (if any), directors, officers, or other private persons, except that  
40 the Corporation is authorized or empowered to pay reasonable compensation for services  
41 rendered and to make payments and distributions in furtherance of its purposes.  
42

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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, as determined by the Board of Directors, that is/are recognized as exempt under Section 501(c) (3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

**Article VII: Directors**

The number of directors constituting the initial Board of Directors of the Corporation shall be three (3) directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Michelle Smith  
806 S 31st Avenue  
Yakima, WA 98902  
509.469.2139

George Mante  
3602B Lorne Street SE  
Tumwater, WA 98501  
360-819-8931 (C)  
360-902-9705 (W)

Rafael Colon  
5145 Illahee Ln NE  
Olympia, WA 98516  
360-239-5244 (C)  
360-902-9540 (W)

The Board of Directors shall number [not less than five (5) nor more than fifteen (15)] as provided for in the Bylaws of the Corporation. The powers and duties, 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 VIII: Director Liability Limitations**

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution

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Washington Workforce Professionals Foundation  
April 12, 2019, Amended September 27, 2019

1 which is unlawful or violates the requirements of these articles of incorporation, or for any  
2 transaction from which the director will personally receive a benefit in money, property, or  
3 services to which the director is not legally entitled. If the Washington Nonprofit Corporation  
4 Act is hereafter amended to authorize corporate action further eliminating or limiting the  
5 personal liability of directors, then the liability of a director shall be eliminated or limited to the  
6 full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal  
7 or modification of this Article shall not adversely affect any right or protection of a director of  
8 the Corporation existing at the time of such repeal or modification for or with respect to an act  
9 or omission of such director occurring prior to such repeal or modification.

**Article IX: Indemnification**

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12  
13 Section 1. Right to Indemnification. Each person who was, or is threatened to be made  
14 a party to or is otherwise involved (including, without limitation, as a witness) in any actual or  
15 threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by  
16 reason of the fact that he or she is or was a director or officer of the Corporation or, while a  
17 director or officer, he or she is or was serving at the request of the Corporation as a director,  
18 trustee, officer, employee or agent of another corporation or of a partnership, joint venture,  
19 trust or other enterprise, including service with respect to employee benefit plans, whether the  
20 basis of such proceeding is alleged action in an official capacity as a director, trustee, officer,  
21 employee or agent or in any other capacity while serving as a director, trustee, officer,  
22 employee or agent, shall be indemnified and held harmless by the Corporation, to the full  
23 extent permitted by applicable law as then in effect, against all expense, liability and loss  
24 (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be  
25 paid in settlement) actually and reasonably incurred or suffered by such person in connection  
26 therewith, and such indemnification shall continue as to a person who has ceased to be a  
27 director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs,  
28 executors and administrators; provided, however, that except as provided in Section 2 of this  
29 Article with respect to proceedings seeking solely to enforce rights to indemnification, the  
30 Corporation shall indemnify any such person seeking indemnification in connection with a  
31 proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof)  
32 was authorized by the board of directors of the Corporation. The right to indemnification  
33 conferred in this Section 1 shall be a contract right and shall include the right to be paid by the  
34 Corporation the expenses incurred in defending any such proceeding in advance of its final  
35 disposition; provided, however, that the payment of such expenses in advance of the final  
36 disposition of a proceeding shall be made only upon delivery to the Corporation of an  
37 undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it  
38 shall ultimately be determined that such director or officer is not entitled to be indemnified  
39 under this Section 1 or otherwise.

40  
41 Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is  
42 required under Section 1 of this Article is not paid in full by the Corporation within sixty (60)

**AMENDED ARTICLES OF INCORPORATION  
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Washington Workforce Professionals Foundation

April 12, 2019, Amended September 27, 2019

1 days after a written claim has been received by the Corporation, except in the case of a claim  
2 for expenses incurred in defending a proceeding in advance of its final disposition, in which  
3 case the applicable period shall be twenty (20) days, the claimant may at any time thereafter  
4 bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent  
5 successful in whole or in part, the claimant shall be entitled to be paid also the expense of  
6 prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under  
7 this Article upon submission of a written claim (and, in an action brought to enforce a claim for  
8 expenses incurred in defending any proceeding in advance of its final disposition, where the  
9 required undertaking has been tendered to the Corporation), and thereafter the Corporation  
10 shall have the burden of proof to overcome the presumption that the claimant is not so  
11 entitled. Neither the failure of the Corporation (including its board of directors, independent  
12 legal counsel or its members, if any) to have made a determination prior to the commencement  
13 of such action that indemnification of or reimbursement or advancement of expenses of the  
14 claimant is proper in the circumstances nor an actual determination by the Corporation  
15 (including its board of directors, independent legal counsel or its members, if any) that the  
16 claimant is not entitled to indemnification or to the reimbursement or advancement of  
17 expenses shall be a defense to the action or create a presumption that the claimant is not so  
18 entitled.

19  
20 Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of  
21 expenses incurred in defending a proceeding in advance of its final disposition conferred in this  
22 Article shall not be exclusive of any other right which any person may have or hereafter acquire  
23 under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of  
24 members, if any, or disinterested directors or otherwise.

25  
26 Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance  
27 at its expense to protect itself and any director, trustee, officer, employee or agent of the  
28 Corporation or another corporation, partnership, joint venture, trust or other enterprise against  
29 any expense, liability or loss, whether or not the Corporation would have the power to  
30 indemnify such persons against such expense, liability or loss under the Washington Business  
31 Corporation Act, as applied to nonprofit corporations. The Corporation may enter into  
32 contracts with any director or officer of the Corporation in furtherance of the provisions of this  
33 Article and may create a trust fund, grant a security interest or use other means (including,  
34 without limitation, a letter of credit) to ensure the payment of such amounts as may be  
35 necessary to effect indemnification as provided in this Article.

36  
37 Section 5. Indemnification of Employees and Agents of the Corporation. The  
38 Corporation may, by action of its Board of Directors from time to time, provide indemnification  
39 and pay expenses in advance of the final disposition of a proceeding to employees and agents  
40 of the Corporation with the same scope and effect as the provisions of this Article with respect  
41 to the indemnification and advancement of expenses of directors and officers of the

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Washington Workforce Professionals Foundation  
April 12, 2019, Amended September 27, 2019

Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

**Article X: 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 XI: Incorporators**

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

Michelle Smith  
My home address is  
806 S 31st Avenue  
Yakima, WA 98902  
509.469.2139

George Mante  
3602B Lorne Street SE  
Tumwater, WA 98501  
360-819-8931 (C)  
360-902-9705 (W)

Rafael Colon  
5145 Illahee Ln NE  
Olympia, WA 98516  
360-239-5244 (C)  
360—902-9540 (W)

**Article XII: Amendments to these Articles**

Amendments to these articles shall be made by the Board of Directors of the Corporation at a regular or special meeting of the Board called for this purpose in which two-thirds (2/3) of the Directors present vote in favor of the amendment.

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1           IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this  
2 17th day of April, 2019.

3  
4 See attached signatures please.

5  
6 \_\_\_\_\_ (Signature)

7  
8 \_\_\_\_\_ (Signature)

9  
10 \_\_\_\_\_ (Signature)

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**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, Donald J. Chalmers, Jr. on behalf of SparrowHawk Consulting Company, Inc. and as its president, hereby consent to serve as registered agent, in the State of Washington, for the following Corporation: Washington Workforce Professionals Foundation. I understand that as agent for the Corporation, it will be my 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 my resignation or of any changes in the address of the registered office of the Corporation for which I am agent.

Date: April 17, 2019.

\_\_\_\_\_/s/Donald J. Chalmers, Jr.  
(Signature)  
Donald J. Chalmers, Jr  
510 Bates Street SE  
Tumwater, WA 98501