

## ARTICLES OF INCORPORATION

FEB 08 1999

OF

RALPH H. BOYD  
SECRETARY OF STATE

## INDEPENDENT COLLEGES OF WASHINGTON

Pursuant to the provisions of the Washington Nonprofit Corporation Act, RCW 24.03.183, the following Restated Articles of Incorporation of INDEPENDENT COLLEGES OF WASHINGTON are submitted for filing.

## ARTICLE I

The name of this corporation shall be Independent Colleges of Washington.

## ARTICLE II

This corporation is formed exclusively for the benefit of and to assist in carrying out the purposes of its members and to serve the present and future needs of Washington State by preserving and enhancing quality private higher education. The goals of this corporation are to maintain a group of private colleges and universities in the State of Washington which are distinctive in academic quality and offer programs and services which are relevant to the needs of the State of Washington. Within the framework of such purposes and goals, this corporation shall (i) provide effective advocacy on behalf of its member institutions; (ii) promote financial support for member institutions and their common ventures; (iii) provide a vehicle for enhanced collaboration among member institutions; and (iv) promote collaboration with the corporate community. This corporation shall carry on such other activities for the benefit of its members as may be deemed appropriate from time to time.

This corporation may receive and disburse funds or other property incidental to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein; provided, however, that all powers of this corporation shall be exercised only so that this

corporation's operations shall be exclusively within the contemplation of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986.

### **ARTICLE III**

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members; provided, however, that nothing herein shall be construed to prevent members of this corporation from receiving their proper shares of contributions made to this corporation for the benefit of its members. No part of the net income or net earnings of this corporation shall inure to the benefit of any private individual, and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

This corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any other person the payment of a loan by an officer or director of this corporation.

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986 include any provisions thereof adopted by future amendments thereto and any corresponding provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

### **ARTICLE IV**

The period of duration of this corporation's corporate existence shall be perpetual.

### **ARTICLE V**

The address of the registered office of this corporation shall be located at 1809 7th Avenue, Suite 600, Seattle, Washington 98101, and the name of its registered agent at said address is Jon Flora.

### **ARTICLE VI**

This corporation shall have members without voting rights. The following privately controlled colleges and universities are members of this corporation without voting rights:

Whitworth College, Seattle Pacific University, St. Martin's College, Pacific Lutheran University, Walla Walla College, University of Puget Sound, Heritage College, Gonzaga University, Seattle University and Whitman College.

The method of selection of members, and the powers, authorities, duties and responsibilities of members of this corporation, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation; provided, however, that in all events, the members of this corporation shall consist only of privately controlled colleges and universities located in the State of Washington which have been determined to be educational organizations described in Sections 170(b)(1)(A)(ii) and 501(c)(3) of the Internal Revenue Code of 1986.

#### **ARTICLE VII**

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, method of selection, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. This corporation may have ex officio directors.

#### **ARTICLE VIII**

Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the members of the board of Directors with or without notification of the text of the written action prior to the signing by any of the directors.

The Board of Directors of this corporation may take any action required or permitted to be taken at a meeting of the Board of Directors by written action signed by the number of members of the Board of Directors that would be required to take the same action at a meeting of the Board of Directors at which all members of the Board of Directors must be notified of the text of the written action prior to the signing by any of the members of the Board of Directors.

Any written action taken by the Board of Directors shall be effective when signed by the required number of members of the Board of Directors, unless a different effective time is specified in the written action. When written action is taken by less than all of the members of the Board of Directors, each member of the Board of Directors shall be notified immediately of its effective date.

#### ARTICLE IX

The number of members of the Board of Directors is ten (10), each of whom shall serve so long as he or she is the president of a member of this corporation and the president of a member of Washington Association of Independent Colleges and Universities. The name and address of each member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Dr. William P. Robinson	Whitworth College Spokane, WA 99251
Dr. W. G. Nelson	Walla Walla College College Place, WA 99324
Dr. Susan Resneck Pierce	University of Puget Sound 1500 North Warner Tacoma, WA 98416
Rev. Stephen V. Sundborg, S.J.	Seattle University 900 Broadway Seattle, WA 98122
Dr. Philip W. Eaton	Seattle Pacific University Seattle, WA 98119
Dr. David R. Spangler	St. Martin's College 5300 Pacific Avenue S.E. Lacey, WA 98503
Dr. Loren J. Anderson	Pacific Lutheran University Tacoma, WA 98447
Dr. Kathleen A. Ross, snjm.	Heritage College 3240 Fort Road Toppenish, WA 98948
Rev. Robert J. Spitzer, S.J.	Gonzaga University Spokane, WA 99258



## **ARTICLE X**

The members of this corporation shall not be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

## **ARTICLE XI**

This corporation shall have no capital stock.

## **ARTICLE XII**

These Articles of Incorporation may be amended from time to time in the manner provided by law.

## **ARTICLE XIII**

This corporation may be dissolved in accordance with the laws of the State of Washington. Upon dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to the members of this corporation in the amounts and in the manner specified in the Bylaws of this corporation for assessments of members; provided, however, that no distribution shall be made hereunder to a member which, at the time of such distribution, is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986; provided further, however, that if none of the members of this corporation is then in existence or none of such members is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, then said surplus property shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated exclusively for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Washington or any political subdivision or agency thereof, for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine.

Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

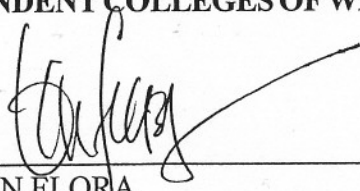
#### ARTICLE XIV

A director of this corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct or a knowing violation of law by the director, or for any transaction for which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by law, as so amended. Any repeal or modification of the foregoing elimination of liability of a director by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as heretofore amended. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be executed on this 12<sup>th</sup> day of JANUARY, 1999.

INDEPENDENT COLLEGES OF WASHINGTON

By   
Name: JON FLORA  
Title: President

STATE OF WASHINGTON

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: ss.

County of King

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I certify that I know or have satisfactory evidence that Jon Flora is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of INDEPENDENT COLLEGES OF WASHINGTON to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated January 28, 1999

Patricia A. Daniels

Print Name: Patricia A. Daniels

Notary Public in and for the State of Washington, residing  
at Seattle

My commission expires: 11-01-01

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