



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of EASTERN WASHINGTON UNIVERSITY FOUNDATION

a domestic corporation of Cheney, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

September 15, 1977

*Bruce K. Chapman*

BRUCE K. CHAPMAN  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
of  
EASTERN WASHINGTON UNIVERSITY FOUNDATION

The undersigned, as incorporators of a Washington State non-profit corporation (Revised Code of Washington 24.03) hereby adopt the following Articles of Incorporation for the Foundation:

ARTICLE I.

Name

The name of this non-profit corporation shall be EASTERN WASHINGTON UNIVERSITY FOUNDATION, (hereinafter called the "Foundation").

ARTICLE II.

Duration

The duration of this Foundation shall be perpetual.

ARTICLE III.

Purposes

3.1 This Foundation is organized exclusively for charitable, scientific, research, and educational purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

3.2 In furthering the purposes hereinbefore set forth, this Foundation is organized and operated to receive, hold, invest, and administer property, whether real or personal, and to make expenditures to or for the benefit of Eastern Washington University.

ARTICLE IV.

Powers

4.1 Powers:

(a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country.

(j) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(k) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific or educational purposes.

(m) To indemnify any trustee, director or officer or former trustee, director or officer of the Foundation, or any person who may have served at its request as a trustee, director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such trustee, director or officer may be entitled, under any bylaw, agreement, vote of board of directors or members, or otherwise.

(n) To cease its corporate activities and surrender its corporate franchise.

(o) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Foundation is organized.

(p) No portion of the corpus of a gift to the Foundation shall be invaded unless the donor specifically provides otherwise or there is a three-quarters affirmative vote of the Board of Trustees.

#### 4.2 Limitation on Powers:

(a) Prohibited Transactions. The Foundation, or its trustees, employees or agents, shall be prohibited from entering into the following transactions with a creator of the Foundation, a person making a substantial contribution to the Foundation, a family member of such persons or a corporation controlled by such persons:

1. Paying compensation in excess of a reasonable allowance for personal services actually rendered;

2. Making services available on a preferential basis;

3. Making substantial purchase of securities or any other property for more than an adequate consideration or substantial sale of securities or any other property for less than an adequate consideration;

4. Lending any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest.

Control for this purpose is defined as ownership, directly or indirectly, of 50% or more of the total combined voting power of all classes of stock entitled to vote or 50% or more of the total value of shares of all classes of stock of the corporation.

(b) Political Activities. No substantial part of the

activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation 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, except that this prohibition shall not be interpreted to proscribe making available the results of non-partisan analysis, study or research and shall not apply to any amount paid or incurred in connection with an appearance before, or communication to, any legislative body with respect to possible legislation which might affect the existence of the Foundation, its powers and duties, its tax exempt status, or its deduction of contributions to said Foundation.

(c) General. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) or by a corporation, contributions to which are deductible under Section 170(c)(2).

#### ARTICLE V.

##### Membership

There shall be no membership.

#### ARTICLE VI.

##### Registered Office and Registered Agent

The registered office of this Foundation shall be Second Floor, Showalter Hall, Business and Finance, Eastern Washington University Cheney, Washington, 99004, and the name of the initial registered agent of the Foundation at such address shall be Fred S. Johns.

ARTICLE VII.

Incorporator

Incorporators shall be the Chairman of the Board of Trustees of EWU and the President of EWU.

ARTICLE VIII.

Trustees

8.1 Initial. The initial Board of Trustees of the Foundation shall consist of the President of Eastern Washington University, Dr. H. George Frederickson; the Vice President of Business and Finance of Eastern Washington University, Fred S. Johns; and Chairperson of the Board of Trustees of Eastern Washington University, Mrs. Frederick Wilson, Jr.

The initial Board of Trustees of the Foundation shall not hold office; however, it shall have all powers necessary to carry out the business of the Foundation until a full Board of Trustees of the Foundation is appointed, but not later than the first annual meeting. The By-Laws shall prescribe any limitations upon the exercise of full voting powers by the ex-officio Trustees.

8.2 Number. The number and election of Trustees of the Foundation shall be prescribed in the By-Laws.

8.3 Removal. A Trustee may be removed by a three-quarter affirmative vote of the entire Board of Trustees, including Trustee ex-officios.

ARTICLE IX.

Dissolution

Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the

liabilities of the Foundation, donate all of the remaining assets of the Foundation to Eastern Washington University or the State of Washington if Eastern Washington University is not in existence or unqualified to receive such assets. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes enumerated in these Articles.

ARTICLE X.

Amendment

These Articles of Incorporation may be amended by a two-thirds vote of the Trustees of the Foundation, excluding Trustees ex-officio, provided, that notice of such a meeting shall include the substance of the proposed amendment to be brought before such a meeting.

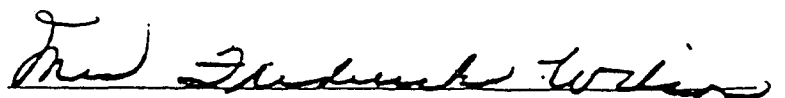
ARTICLE XI.

Miscellaneous Provisions

10.1 Headings: Headings in these articles are intended to assist in location of specific provisions and are not controlling in interpreting the substantive provisions.

10.2 Internal Revenue Code: All references to Sections in these articles are made to the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, unless otherwise specified.

Incorporator



Mrs. Frederick Wilson, Jr.  
Chairman, Board of Trustees  
Eastern Washington University



Incorporator

*H. George Frederickson*

H. George Frederickson  
President  
Eastern Washington University

STATE OF IDAHO  
County of KOOTENAI

MRS. FREDERICK WILSON, JR., being first duly sworn, upon oath, deposes and says: She is one of the incorporators above named, she has read the within and foregoing instrument, knows the contents thereof and believes the same to be true.

GIVEN under my hand and official seal this 22 day of August, 1977.

*Marjorie D. White*

NOTARY PUBLIC in and for the State of  
IDAHO residing at Hayden Lake

STATE OF WASHINGTON )  
County of Spokane ) ss

DR. H. GEORGE FREDERICKSON, being first duly sworn, upon oath, deposes and says: He is one of the incorporators above named, he has read the within and foregoing instrument, knows the contents thereof and believes the same to be true.

GIVEN under my hand and official seal this 23<sup>rd</sup> day of August, 1977.

*Kathy A. White*

NOTARY PUBLIC in and for the State of  
Washington, residing at Spokane