

ARTICLES OF INCORPORATION OF Darrington Internet Users Association

The undersigned, in order to form a nonprofit corporation under Chapter 23B of the Revised Code of Washington, hereby signs and verifies the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is **Darrington Internet Users Association**

ARTICLE II DURATION

The duration of the corporation shall perpetual.

ARTICLE III

REGISTERED AGENT & OFFICE

The registered agent is : Jacob Kukuk

ARTICLE IV PURPOSES

4.1 Purpose: To provide an entity pursuant to the Revised Code of Washington, Chapter 23B for Member Owner Cooperative . 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) (12) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 2 Limitations: : No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

- 3 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 4 “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 this corporation.”

ARTICLE V

POWERS

5.1 The Corporation shall have all the powers of the common law and statutory powers of a corporation for profit which are not in conflict with the terms of these Articles.

5.2 The Association shall have all of the powers and duties set forth in the RCW 23B except as limited by these Articles By-laws, and all the powers and duties reasonably necessary to operate the Corporation as set forth in the By-laws and as they may be amended from time to time, including but not limited to the following:

- (a) Adopt and amend bylaws, rules and regulations;
- (b) Adopt and amend budgets for revenues, expenditures, and reserves, and impose and raise capital;
- (c) Hire and discharge employees, agents, and independent contractors;
- (d) Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more property owners on matters affecting the Corporation;
- (e) Make contracts and incur liabilities;

(f) Regulate the use, maintenance, repair, replacement, and modification of business entities;

(g) Cause additional improvements to be made as a parent Corporation to the contemplated subsidiaries;

(h) Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;

(i) Provide for the indemnification of its officers and board of directors and maintain directors' and officers' liability insurance;

(j) Assign its right to future income, including the right to receive common expense assessments, but only to the extent the Declaration provides; and

(k) Exercise any other powers conferred by the By-law, RCW 23B.

ARTICLE VI **SHAREHOLDERS**

6.1 The Shareholders will be the members of the Association

6.2 Upon transfer of fee interest, the Membership of the prior owner shall be thereby terminated and may be transferred to the new shareholder.

6.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his or her real property.

6.4 Each member of the Association shall each be entitled to one vote for each parcel of property owned by them even if the Parcel conferring membership is owned by two or more persons or entities.

ARTICLE VII **DIRECTORS**

7.1 The management of the Association will be vested in a Board of Directors of no less than one director. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of trustees shall be such as are prescribed by the Bylaws of the Association.

7.2 The name and address of the director who will first manage the affairs of the Association until the first annual meeting of the membership, as provided in the Bylaws, and until their successors are elected and qualified are:

ARTICLE VIII **BYLAWS**

The authority to make, alter, amend or repeal Bylaws is vested in the Board of Directors, and may be exercised in the manner provided in the Bylaws.

ARTICLE IX **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his or her being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

ARTICLE X **AMENDMENT**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the shareholders. Directors and members not present in person or by proxy at the meetings, considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

10.3 Approval of an amendment must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire shareholders of the Association.

10.4 No amendment shall make any changes in the qualifications for membership, the voting rights of members, nor the value interest of owners in the common stock without approval in writing by all members.

ARTICLE XI **DISSOLUTION**

If the Corporation is dissolved for any reason, the net assets shall be distributed at the time of dissolution according to the provisions of RCW 23B as amended. 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 federal 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 of 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII **INCORPORATOR**

The names and address of the incorporators of the Association is as follows:

IN WITNESS WHEREOF, I have here unto set my hand this _____ day of _____, 2017.
