

# ARTICLES OF INCORPORATION of the BOSTON HARBOR ASSOCIATION

(Amended by the Association on February 7, 2024)

We, the undersigned persons, acting as the incorporators of a corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code or Washington 24.03), adopt the following articles of incorporation for such corporation:

## ARTICLE I.

The name of the corporation shall be the BOSTON HARBOR ASSOCIATION.

## ARTICLE II.

The period of duration of the corporation shall be perpetual.

## ARTICLE III.

The purposes for which the corporation is organized are to provide a forum and action group concerning any matters pertaining directly or indirectly, to the public concern of persons resident of the Boston Harbor area of the County of Thurston which includes the area as indicated on the attached map and made a part hereof, including but not limited to, any matters touching upon education, housing, conservation, pollution control, traffic control, streets and highways, the establishment of green belt areas both private and public, the formulation and establishment of plans concerning any development within the Boston Harbor area, the establishment of recreational areas and facilities, improvement or development of property or land within the boundaries of the Boston Harbor area, the acceptance of any gifts private or public, to be dedicated to the general public or for residents of the Boston Harbor area as dictated by the donors, and to receive property, gifts, donations, dues, fees, special assessments and any other properties or monies for use in carrying out the general purposes of this corporation, as determined from time to time by the bylaws.

## ARTICLE IV.

The affairs of this corporation shall be conducted by the Board of Directors as set forth in the bylaws. Where the bylaws are silent as to any action, a majority of the members constituting the Board of Directors may take any action necessary to the business of the corporation; provided, however, that any such action may be subsequently approved or rejected by the members at a duly constituted meeting by a majority of those members present and voting thereon, to the extent the action taken by the Board of Directors is such that a rejection of that action can be effective and will not expose any member or the Board of Directors to any personal liability.

## ARTICLE V.

The corporation shall consist of (a) voting members who are residents or property owners within the Boston Harbor area, as indicated on the attached map and (b) non-voting members,

consisting of all others. Membership shall be limited to natural persons, shall be evidenced by a record of those signing a membership form and paying any dues, fees or other assessments levied against the members. If the members so desire and provided in the bylaws, membership certificates may also be issued.

#### ARTICLE VI.

The address of the initial registered office of the corporation shall be Rural Route 3, Box 733, Olympia, Thurston County, Washington 93506. Registered Agent Robert T. Knight.

#### ARTICLE VII.

The initial Board of Directors of the corporation shall be nine (9) directors. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

NAME:	ADDRESS:
Carolyn R. Bassett	Rt. 9, Box 376, Olympia, Wn. 98506
David J. Carnahan	Rt. 3, Box;467, Olympia, Wn.
Oliver R. Dinsmore, Jr.	Route 9, Box 510, Olympia, Wn.
George II. Hansen	Rt. 3, Box __, Olympia, Wn. -
Joseph G. Wheat	Rt. 3, Box 507, Olympia, Wn.
Robert T. Knight	Rt. 3, Box 733, Olympia, Wn.
Floyd U. Jones	16268 - 38th NE, Seattle, Wn. 98155
Carl M. Storer	Rt. 9, Box 408, Olympia, Wn.
Willa Mylroie Fassett	Rt. 3, Box 670, Olympia, Wn.

The term of office the initial Board of Directors shall be until January 1974 annual meeting of the members. Any change in the number of the Board of Directors may be made only by amendment to these articles of incorporation. (Adopted and filed, 3/22/2007)

#### Article VII Amended February 7, 2024

The number of directors shall be not less than six nor more than ten, with the exact number of authorized directors to be fixed from time to time by the board and voted on by the members at the annual meeting. The directors shall be elected by the members at the annual meeting. Three (3) directors at each annual meeting will be elected in offset election cycles. Directors shall serve for a term of three years and may serve an unlimited number of consecutive terms. Each director shall hold office until a successor has been elected and qualifies or until he or she resigns or is removed. (Amended February 7, 2024)

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 of omissions involving intentional misconduct or a knowing violation of the law, or any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled.

The corporation shall indemnify and advance expenses to its Directors, officers, agents, and employees, to the full extent permitted by the Washington Nonprofit Act now or hereafter enforced. However, such indemnity shall not apply on account of:

1. Acts or omissions of the Director, officer, or employee finally adjudged to be intentional misconduct or a knowing violation of law;
2. Any transaction with respect to which it was finally adjudged that such Director, officer, or employee personally received a benefit in money, property, or services to which the Director was not legally entitled; or

C.If a settlement of a lawsuit is reached under circumstances indicating that the Director, officer, or employee, was involved in an act specified in A and B herein above.

#### ARTICLE VIII.

The names and addresses of the incorporators are the same as that of the initial Board of Directors set out in Article VII above.

#### ARTICLE IX.

In the event this corporation is dissolved, its assets shall be distributed to any other nonprofit organization whose purposes are comparable to the purposes of this corporation as determined by the membership at a duly called meeting of its members and by a majority vote of the members voting thereon. In the event no such organization is in existence, the funds may be used at the time of dissolution for the furtherance of any purpose of the corporation. In no event shall any of the assets of the corporation be used directly or indirectly for the benefit of any private individual or member.

#### ARTICLE X (Adopted and filed, 3/22/2007).

Amendments to the articles of incorporation shall be made in the following manner:

(1) With regard to the question, the board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Notice in the form of a record setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in the bylaws for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.

(2) Any number of amendments may be submitted and voted upon at any one meeting. DATED at Olympia, Washington, this 13 day of September, 1972.