

NONPROFIT CORPORATION  
Articles of Incorporation

FILED  
MAY 10 1988

SECRETARY OF STATE  
STATE OF WASHINGTON

The undersigned, for the purpose of forming a corporation under the nonprofit laws of the State of Washington, RCW 24.03, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation shall be: Bainbridge Ometepe Sister Island Association.

ARTICLE II: DURATION

The term of existence shall be perpetual.

ARTICLE III: PURPOSE

The purposes for which the corporation is organized is as follows:

1. The corporation is organized exclusively for educational and charitable purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (the "Code").

2. Specifically, the purpose of the corporation is to encourage mutual understanding, education, friendship, and cultural and peaceful exchanges between the people of Bainbridge Island (U.S.A.) and Ometepe Island (Nicaragua), and between the peoples of the United States and Nicaragua.

ARTICLE IV: REGISTERED AGENT

The name of the registered agent of the corporation is Kim Esterberg. The street address of the Registered Office, which is also the address of the Registered Agent of the corporation is 13710 Sunrise Drive Northeast, Bainbridge Island, Washington, 98110.

ARTICLE V: POWERS

The corporation shall have all powers granted by law necessary and proper to carry out its above stated purposes, consistent with its qualification under Section 501 (c) (3) of the Code.

Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under the Washington Non-Profit Corporation Act or any amendment thereto or substitute therefore, may not at the time lawfully carry on or do.

ARTICLE VI: REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws of the corporation.

## ARTICLE VII: TAX EXEMPT STATUS

In establishing this corporation, the incorporator intends to obtain the full benefit of tax exemptions to which the corporation may be entitled under the Code, including, but not limited to a tax exemption under Section 501 (a) of the Code as a corporation described in Section 501 (c) (3) of the Code. Accordingly, the corporation shall be managed in a manner consistent with the incorporator's intent. Without limiting the generality of the foregoing, the corporation shall:

1. Distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 (a) of the Code;

2. Not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, which would give rise to any liability for the tax imposed by Section 4941 (a) of the Code;

3. Not retain any excess business holdings as defined in Section 4943 (c) of the Code, which would give rise to any liability for the tax imposed by Section 4943 (a) of the Code;

4. Not make any investment which jeopardizes the corporation's charitable purposes as defined in Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944 (a) of the Code; and

5. Not make any taxable expenditures as defined in Section 4945 (d) of the Code, which would give rise to any liability for the tax imposed by Section 4945 (a) of the Code.

Accordingly, the corporation shall be managed in a manner consistent with the incorporator's intent and subject to the limitations of Section 4911 of the code regarding expenditures influencing legislation.

## ARTICLE VIII: DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

Upon dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation to:

1. any organization(s) organized for purposes similar to the purpose of this organization and organized exclusively for charitable or educational purposes, which at the time qualify as an exempt organization under Section 501 (c) (3) of the Code, or;

2. accomplish any purpose for which this corporation was organized, provided that the disbursement is permissible for an exempt organization under Section 501 (c) (3) of the Code.

ARTICLE IX: BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is five, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Director</u>	<u>Address</u>
1. Kim Esterberg	13710 Sunrise Drive, Bainbridge Is., Wa. 98110
2. David Mitchell	8700 Odd Fellows' Rd. Bainbridge Is., Wa. 98110
3. Tom Davis	10412 N.E. So. Beach Dr. Bainbridge Is., Wa. 98110
4. Lenore Craven	15665 Pt. Monroe Dr. N.E. Bainbridge Is., Wa. 98110
5. Lynn Callaghan	P.B. Box 10531 Bainbridge Is., Wa. 98110

ARTICLE X: INCORPORATOR

The name and address of the Incorporator is Dale A. Spoor, 6550 N.E. Marshall Road, Bainbridge Island, Washington, 98110.

In WITNESS WHEREOF the incorporator has affixed his signature this

28 day of April, 1988.

Dale A. Spoor  
Dale A. Spoor

STATE OF WASHINGTON )  
                                  ) ss.  
COUNTY OF KITSAP )

DALE A. SPOOR, being first duly sworn on oath, deposes and says:

He is the Incorporator named in the above-titled Articles: that he has read the within and foregoing instrument, knows the contents thereof and believes the same to be true.

Dale A. Spoor  
Dale A. Spoor

SUBSCRIBED AND SWORN to before me this 28 day of

April, 1987.

[Signature]

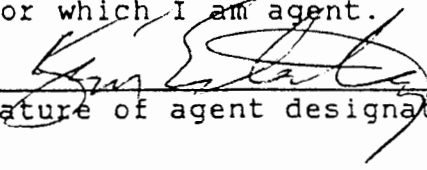
NOTARY PUBLIC in and for the State of Washington,

residing at Kitsap County.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Kim Esterberg hereby consent to serve as Registered Agent, in the State of Washington, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive Service of Process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

3/23/88  
(date)

  
(Signature of agent designated in Article IV)