

## **ARTICLES OF INCORPORATION OF JOINT COUNCIL OF EXTENSION PROFESSIONALS**

The undersigned, being over the age of twenty-one (21) years, for the purpose of forming a non-profit corporation under the provisions of Chapter 24.03 of the Revised Code of the State of Washington, hereby adopts the following Articles of Incorporation.

### **ARTICLE 1. INTRODUCTION**

**1.1 Name.** The name of this Corporation shall be Joint Council of Extension Professionals.

**1.2 Duration.** The duration of this Corporation shall be perpetual.

**1.3 Registered Office.** The location of the initial registered office of this Corporation is Kittitas County Courthouse, Room 217, 5th and Main, Ellensburg, Washington 98926.

**1.4 Registered Agent.** The initial registered agent of this corporation at such address is W. Doug Warnock.

### **ARTICLE 2. PURPOSES**

**2.1 Generally.** This Corporation is organized, and at all times hereinafter shall be operated, exclusively for charitable, cultural, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and at all times hereafter be operated as a non-profit corporation under the laws of the State of Washington. Its mission is to promote communication cooperation and professionalism among all Extension educators.

### **ARTICLE 3. POWERS**

**3.1 Powers.** This Corporation shall have such powers as are granted by law, including those powers now set forth in RCW 24.03.035 as the same now exist or may hereafter be amended; provided, however, that such powers shall be exercised solely in furtherance of the purposes specified in Article II above and this Corporation shall have no authority to engage in any activity other than those activities which support or benefit the general public.

**3.2 Additional Powers.** The Corporation shall have the following powers in addition to the general powers stated in RCW 24.03.035 or the corresponding provisions of any future non-profit corporation law of the State of Washington, to the extent consistent with qualification under Section 501(c)(3) of the Internal Revenue Code.

**3.2.1** To receive contributions and engage in fund raising activities to provide funds to be used in aiding organizations described in Section 501(c)(3) of the Internal Revenue Code and exempt from taxation under Section 501(a) of that Code.

**3.2.2** To provide funds to the Federal Government or any state or local government to be used for public purposes.

**3.2.3** To do all things in all manner and form as fully and completely as a natural person in law can do.

**3.3 Non-Profit.** The powers and purposes of this Corporation shall be so construed and limited at all times as to enable this Corporation to qualify as a non-profit corporation under the provisions of Chapter 24.03, Revised Code of Washington, as the same now exist or may hereafter be amended, including the limitations contained in RCW 24.03.030.

## **ARTICLE 4. DIRECTORS**

**4.1. Number and Qualifications.** The management and administration of the affairs of this Corporation shall be vested in a Board of Directors consisting of not less than three (3), who shall be elected by the extension professionals. The number, qualifications, terms of office, manner of election, time and place of meeting and the powers and duties of Directors shall be prescribed in the Bylaws of the Corporation.

**4.2 Initial Directors.** There shall be four (4) members of the initial Board of Directors consisting of a group of persons appointed by the members of the corporation. The names and addresses of the initial Board of Directors are as follows:

W. Doug Warnock: 151 Cedar Cove Road, Ellensburg, WA 98926 Bill Braden: 106B Administration Bldg., Texas A&M University, College Station, TX 77843-7101 Dianne S. Lennon: 6260 Old Harding Highway, Mays Landing, NJ 08330 Linda Webb: P.O. Box 510, Cascade, ID 83611 **4.3**

**Management.** The management of affairs of the Corporation shall be vested in the Board of Directors which shall have all of the powers given in RCW 24.03 to the Board of Directors of a non-profit corporation.

**4.4 Liability Limitation.** No director of a corporation or a member of a corporation shall be personally liable for monetary damages arising from that person's conduct as a director or as a member; provided, however, that this clause shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of a law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This provision will not eliminate or limit the liability of a director for any act or omission occurring before the date of these articles.

## **ARTICLE 5. DISSOLUTION**

**5.1 Method.** The dissolution of the Corporation shall be conducted in accordance with and be governed by the provisions of RCW 24.03.220 et. seq. as now or hereafter specified, with the precise details thereof to be as specified in the Bylaws of the Corporation.

**5.2 Distribution.** In the event of the termination, dissolution or winding up of this Corporation for any reason whatsoever, its remaining assets, if any, shall be disposed of exclusively for the purposes of this corporation in such a manner, or to such other organizations, as shall at the time qualify as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code 1954, as amended, as the Board of Directors may direct.

## ARTICLE 6. INTERNAL REVENUE CODE PROVISIONS

**6.1 Net Earnings; Activities.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees or officers, but 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 II 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 distributing of statements), any political campaign on behalf of any candidate for public office.

**6.2 Prohibited Activities.** Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code 1954, as amended.

**6.3 Intent.** This Corporation is intended to be an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code 1954, as amended. All terms and provisions of these Articles and all operations of this Corporation shall be construed, applied and carried out in accordance with such intent.

### **ARTICLE 7. AMENDMENTS**

These articles of Incorporation may be amended at any annual meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purposes, at which a quorum is present and upon the vote of a majority of the Directors present in person at such meeting.

### **ARTICLE 8. INCORPORATOR**

The Incorporator of this Corporation is W. Doug Warnock, who is over the age of twenty-one (21) years and whose address is 151 Cedar Cove Road, Ellensburg, WA 98926.

### **ARTICLE 9. BY-LAWS**

The Board of Directors of this Corporation shall have the sole power to adopt, alter, amend or repeal the Bylaws of this Corporation which may contain any provisions for regulation and management of the affairs of the Corporation not inconsistent with law of the Articles of Incorporation.

IN WITNESS WHEREOF this instrument has been executed in duplicate form, one copy for filing with the Secretary of State and one copy for the corporate records of this Corporation, on this 13th day of September, 1996.

Original with signature on file  
W. DOUG WARNOCK, Incorporator