



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

THE WASHINGTON STATE CHILD CARE RESOURCE AND REFERRAL NETWORK

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

U. B. I. Number: 601 159 087

Date: January 19, 1989

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

JAN 19 1989 *dlb*SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

THE WASHINGTON STATE CHILD CARE RESOURCE AND REFERRAL NETWORK

101 159 087

The undersigned, each being of full age and a citizen of the United States, have associated themselves together for the purpose of forming a nonprofit corporation pursuant to the Washington Nonprofit Act, Chapter 24.03 of the Revised Code of Washington, do hereby sign and acknowledge the following ARTICLES OF INCORPORATION:

ARTICLE I

The name of the corporation shall be THE WASHINGTON STATE CHILD CARE RESOURCE AND REFERRAL NETWORK.

ARTICLE II

The duration of the existence of this corporation shall be perpetual or as otherwise determined in accordance with law.

ARTICLE III

Section 1. The purpose for which this corporation is organized shall be exclusively for charitable and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended. Additional purposes shall be:

- a. To share information about service delivery, state and national child care policy, and the ongoing development of child care resource and referral services.
- b. To facilitate technical assistance: 1) To new and existing child care resource and referral agencies in Washington, 2) for development of program components and special services, and 3) for collection of data about child care needs.
- c. To adopt standards of community based resource and referral.
- d. To advocate for the increased capacity for services and number of community based child care resource and referral agencies in the state; and for available, affordable, quality child care services and supports for families.

Section 2. The powers of the corporation, which are exercisable solely in the furtherance of the purposes of this corporation stated herein, shall be as follows:

- a. To determine types of and qualifications for membership;
- b. To employ an executive director and other necessary personnel;
- c. To maintain the necessary facilities;
- d. To accept financial aid from public and private sources;
- e. To make and file reports as may be required;
- f. To enter into contracts;
- g. To manage the affairs of the corporation through the Board of Trustees;
- h. To acquire, hold, operate, pledge, mortgage and dispose of any property, real, personal or mixed, whenever necessary or appropriate;
- i. To exercise such incidental powers as may be necessary to carry out the purposes and business for which the corporation is established, PROVIDED THAT such incidental powers shall be exercised in a manner consistent with tax exempt status under Section 501(c)(3) of the Internal Revenue Code as amended or any corresponding provision of any future United States revenue law;
- j. To amend the ARTICLES OF INCORPORATION or BYLAWS and to conduct all business of the corporation, said powers to be vested in the Board of Trustees.

ARTICLE IV

The corporation shall be nonprofit and charitable in nature and shall not be operated for pecuniary gain or profit of any type or description to its trustees or incorporators.

No member, trustee, or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or any winding up of its affairs. Upon such dissolution or winding up, all of the remaining assets of the corporation shall be distributed by the Board of Trustees for similar uses and purposes to any other organization which would then qualify for tax exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

ARTICLE V

The initial registered office of the corporation is to be Washington State Child Care Resource and Referral, 747 Market Street, Suite 836, Tacoma, Washington 98402-3780 and the initial registered agent at such address is John L. Briehl.

ARTICLE VI

The management of the corporation shall be vested in a Board of Trustees consisting of at least three members. The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the Trustees shall be such as are prescribed by the BYLAWS of the corporation.

ARTICLE VII

The authority to make BYLAWS for the corporation is hereby vested in the Board of Trustees; a two-thirds vote of those present at the meeting of the Board shall be required to adopt or amend BYLAWS.

ARTICLE VIII

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these ARTICLES OF INCORPORATION in the manner now or hereafter prescribed by statute, and all rights conferred upon the members of the corporation are herein granted subject to this reservation.

ARTICLE IX

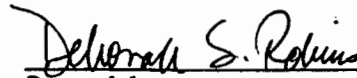
The number of Trustees constituting the initial Board of Trustees of the corporation shall be 7 Trustees. The names and addresses of the persons who are to serve as the initial Trustees of the corporation are as follows:

Cheryl K. Simpson, South 2214 Lincoln, Spokane, WA 99203
Betty Hunziker, 101 N. 58th Ave., #25, Yakima, WA 98908
John L. Briehl, 3612 - 163rd St. E., Tacoma, WA 98446
Deborah S. Robins, 14912 SE 45 Pl., Bellevue, WA 98006
Corinne Herman, 10106 N.W. 26th Ave., Vancouver, WA 98685
Monica M. Elenbaas, 10016 Lookout Dr. N.W., Olympia, WA 98658
Ray Kennedy, 507 Minor East, Wenatchee, WA 98802

ARTICLE X

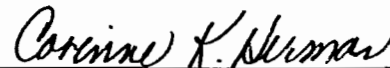
No trustee shall be personally liable to the corporation or its members for monetary damages for conduct as a director: PROVIDED, that this provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in property, money, or services to which the director is not legally entitled.

IN WITNESS WHEREOF, the incorporators have executed these ARTICLES OF INCORPORATION and hereunto affix their signatures this seventh day of December, 1988.



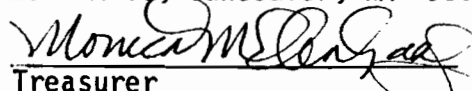
President

14912 S.E. 45th Place, Bellevue, WA 98006



Secretary

10106 N.W. 26th Ave., Vancouver, WA 98685



Treasurer

10016 Lookout Dr. N.W., Olympia, WA 98658

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, John L. Briehl, 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.

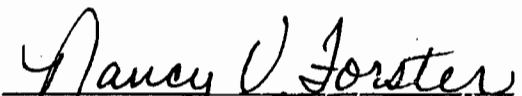
12/07/88
date


registered agent

STATE OF WASHINGTON)
) SS
)
COUNTY OF PIERCE)

On this day before me appeared Deborah S. Robins, John L. Briehl, Corinne K. Herman, and Monica M. Elenbaas, known to me to be the individuals described herein and acknowledged to me that they have signed the foregoing document as their free and voluntary act and deed for uses and purpose therein mentioned.

Given under my hand and seal this 7th day of December, 1988.


Notary Public in and for the
State of Washington residing
at Tacoma. My
commission expires 11-1-91.