

# ARTICLES OF INCORPORATION

## ARTICLE I

The name of the said Corporation shall be: THE WOMAN'S CLUB OF SPOKANE.

## ARTICLE II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

**Section 1:** To facilitate the organization and formation of The Woman's Club for charitable, educational, benevolent, historic, literary, artistic, scientific and political research, labor and general cultural purposes.

**Section 2:** To buy, build, own, lease, rent, manage and control a club house or club houses, library or libraries, school or schools, theater or theaters, or house or houses, building or buildings, and real and personal property or properties, with the right to control and manage and to mortgage, bond or vend such real estate or personal properties under such rules, regulations and restrictions as fixed by statute and the bylaws of the organization.

**Section 3:** To receive gifts and donations in money or property; to expend or hold and invest the same in trust for the benefit of the Club or Corporation in the development of its objects and purposes, as herein stated.

**Section 4:** The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual. This Corporation is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended ("Section 501(c)(3) of the Code"). The Corporation may engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Trustees; provided, however, that the purposes for which the Corporation is formed shall at all times be consistent with Section 501(c)(3) of the Code, including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

## ARTICLE III

The principal office and place of business of the said Club or corporation shall be located in the City of Spokane, Spokane County, State of Washington.

## ARTICLE IV

The said corporation shall have no capital stock and issue no certificates of stock, but shall have power and be authorized to issue certificates of membership to its Members, the same to exist, expire or be cancelled under such rules, regulations and restrictions as may be provided by the bylaws of the said Club or corporation; the said corporation to have power to issue certificates if indebtedness, bonds, notes, mortgages or contracts in carrying out the aforementioned objects of the Club, under such rules, regulations and restrictions as may be provided by statute and the bylaws of the corporation.

There shall be no personal or individual liability on the Members, to the corporation, or its creditors, except for the payment of such regular fees or dues as may be fixed by the bylaws on all Members.

## **ARTICLE V**

The said corporation shall be managed and controlled by a board of fifteen Trustees, under such rules, regulations and with such additional officers as may be provided by the bylaws of the corporation; provided that the number of Trustees may be changed at any regular or special meeting of the Members, under such rules as may be provided in the bylaws and such change can be made without amendment to these articles.

## **ARTICLE VI**

This Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article II, which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

## **ARTICLE VII**

No substantial part of the activities of this Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE VIII**

**Section 1: REAL ESTATE** – The Corporation may hold real estate and personal estate, and may hire, purchase or erect suitable buildings for its accommodation, to be devoted to the purposes set forth in these Articles of Incorporation, and may receive and hold in trust, or otherwise, funds received by gift or bequest, to be devoted by it to such purposes, and for the purposes of the Corporation shall have the power to issue its promissory notes, bonds or obligations to be secured by mortgage on its real estate and other property in such manner as may be provided by its bylaws and as hereinafter provided. The Board of Trustees shall have the power to sell or dispose of the whole or any part of the property, either real or personal, which the Corporation may from time to time own, and to acquire other property. When the Club shall have acquired such property, the Trustees of the Club may by resolution enter in its minutes, classify portions of its real estate as held for investment, endowment or annuity purposes, and where so classified such real estate may be disposed of by its Trustees as provided in its bylaws, provided a regular meeting of all the Members of the Club has been called as provided herein, and the matter voted upon as herein provided. Other real estate of the Corporation shall not be sold, or disposed of unless the Board of Trustees is authorized to do so by the vote of eighty percent (80%) of all of the active Members of the Corporation as disclosed by the books of the Corporation voting either in person or by proxy, after written notice of the meeting at which such vote shall occur, which shall have been given to all active Members at least thirty (30) days previous thereto by mail, addressed to the usual place of residence of the active Members, as shown by the records of the Club, and such notice shall set forth in full the matter or proposition to be considered at such meeting.

**Section 2: MORTGAGE** – In case of mortgage and/or contracts of purchase or contracts for the purpose of raising money on real or personal property of the Club, notice of such mortgage and/or

contract shall be given in accordance with and under the terms as stated in Section 1 of this Article; and it shall be necessary for eighty percent (80%) of the active Members as disclosed by the books of the Corporation to vote in favor of such proposal, either in person or by proxy.

## **ARTICLE IX**

**Section 1: DISSOLUTION** – The Corporation may be dissolved and its affairs wound up voluntarily by a vote of eighty percent (80%) of all of the active Members of the Corporation as disclosed by the books of the Corporation voting either in person or by proxy, after written notice of the meeting at which such vote shall occur, which shall have been given to all active Members at least thirty (30) days previous thereto by mail, addressed to the usual place of residence of the active Members, as shown by the records of the Club, and such notice shall set forth in full the matter or proposition to be considered at such meeting.

**Section 2: RESIDUE** – In case of dissolution of the Corporation as provided in this Article IX, upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the residue of the property of The Woman’s Club of Spokane, both real and personal, shall be given as a bequest to an organization or organizations that have established tax exempt status under Section 501(c)(3) of the Code and that further the purposes set forth in Article II.

## **ARTICLE X**

The duration of the Corporation shall be perpetual.