

Articles of Incorporation

ARTICLES OF INCORPORATION

OF

NORTHWEST COLLEGE FOUNDATION, a WASHINGTON NON-PROFIT CORPORATION

Restated March 30, 1996

We, the undersigned persons, acting as the incorporators of a corporation under the provisions of the Washington Non-profit Corporation Act (R.C.W.24.03), adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name on record of the corporation is: Northwest College Foundation.

ARTICLE II

The period of existence of the corporation shall be perpetual.

ARTICLE III

Pursuant to Section 509(a)(3) of the Internal Revenue Code, the corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Northwest College, a non-profit religious educational corporation of the State of Washington, provided it is exempt under 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, EXCEPT THAT the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the corporation. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, as now stated, or as it may be hereafter amended, or (b) by a corporation, contributions to which are deductible under Section 1709c(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

The corporation is one which does not contemplate pecuniary gain or profit to the trustees or officers thereof and is organized for nonprofit purposes, and no part of any net earnings thereof shall inure to the benefit of any trustee or other individual.

ARTICLE V

The corporation shall not be controlled directly or indirectly by disqualified persons described in Section 509(a)(3)(c) of the Internal Revenue Code.

ARTICLE VI

The corporation shall have all powers conferred upon non-stock, non-profit corporations organized under R.C.W. 24.03 of the Washington Statutes and any successor provision thereto as now enacted or hereafter amended. Such powers shall be exercised only in fulfillment of the purposes of the corporation set forth herein.

ARTICLE V11

The address of the principal office of the corporation shall be 5520 108th Avenue N.E., P.O. Box 579, Kirkland, Washington 98033-0579, and the name of the registered agent at such address is **Randall K. Barton.**

ARTICLE V111

The management of the corporation shall be vested in a Board of Trustees. The number of trustees shall be established by the By-Laws of the corporation and in no event shall the number be less than eleven (11) nor more nor more than forty-one (41). The number, qualifications, terms of office, manner of election, time and place of meetings and power and duties of the trustees shall be such as are prescribed by the By-Laws of the corporation.

ARTICLE IX

To the full extent that Washington law, as it exists on the date hereof or may hereafter be amended permits the limitation or elimination for the liability of Trustees, a Trustee of this corporation shall not be liable to this corporation or third parties for monetary damages for conduct as a Trustee. Any amendments to or repeal of this Article shall not adversely affect any right or protection of a Trustee of this corporation for or with respect to any acts or omissions of such Trustee occurring prior to such amendment or repeal.

ARTICLE X

The authority to make By-Laws or to amend said By-Laws shall be vested in the Trustees, but with the approval of the Northwest **College** Board of Directors.

ARTICLE XI

Upon dissolution of the corporation, or upon final liquidation, all of the assets of the corporation unless otherwise specifically held for the benefit of another educational institution of higher learning or the General Council of the Assemblies of God, including any of its churches or affiliated agencies, shall be distributed to Northwest **College** of the Assemblies of God, a Washington non-profit corporation, if it is in an organization described in Section 501(c)(3) of the Internal Revenue Code, If Northwest **College** fails to qualify or ceases to exist, all of such assets shall be distributed to the District of Councils of the Assemblies of God in the Northwest Region of the United States (currently Northwest, Southern Idaho, Montana, Alaska, Oregon, and Wyoming) if they are organizations described in Section 501(c)(3) of the Internal Revenue Code, to be divided among them on a pro rata basis based on church membership. Assets held for the benefit of another educational institution of higher learning shall be distributed to them upon dissolution provided they are exempt under Section 501(c)(3) of the Internal Revenue Code or are creations of a governmental unit and assets held for the benefit of the General Council of the Assemblies of God, including its churches or affiliated agencies shall be distributed to such organization provided they are exempt under Section 501(c)(3) of the Internal Revenue Code. However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII

Real property held by the corporation which is contiguous to or part of Planned Area I within the City of Kirkland, Washington may not be disposed of by the corporation without the approval of the Northwest College Board of Directors. Upon request of the Northwest College Board of Directors, any property located in or contiguous to said Planned Area I within the City of Kirkland, Washington, shall be conveyed from the corporation to Northwest College.

ARTICLE XIII

The corporation, through its Board of Trustees with the approval of the Board of Directors of Northwest College, reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law.

ARTICLE XIV

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

Name		Address
Rev. Dennis A. Davis	5520 108 th Avenue N.E	Kirkland, WA 98033
Rev. Frank E. Cole	10602 N.E 58 th Street	Kirkland, WA 98033
Dr. Randall K. Barton	5520 108 th Avenue N.E	Kirkland, WA 98033

ARTICLE XV

The incorporator is Randall K. Barton and his address is 5520 108th Avenue N.E. Kirkland, Washington 98033

Dated this 14th day of November, 1991.

Randall K. Barton

Randall K. Baron, Incorporator