

**ARTICLES OF INCORPORATION
OF
NORTHWEST INDIAN COLLEGE**

The undersigned, acting as incorporator of a corporation under the provisions of Title 24.03; Revised code of Washington and acts amendatory thereto, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Names

The name of this corporation shall be Northwest Indian College Foundation.

ARTICLE II

Duration

This corporation shall perpetual existence.

ARTICLE III

Purposes

The corporation is organized for the purpose of bringing together interested friends of the college who are dedicated to the advancement of Northwest Indian College on Reservation educational opportunities, and the improvement of the quality of life on the Reservation. The corporation shall be operated exclusively for the maintenance and/or the realization and attainment of educational, cultural, scientific, and charitable activities permitted both to an organization exempt under Section 501(c)3 of the Internal Revenue Code, or supplementary acts amendatory thereof, and by Chapter 24.03 RCW.

ARTICLE IV

Powers

In addition to all other powers provided by law and in furtherance of its purposes, this corporation shall have the power:

- A. To solicit and receive gift, grant, devise or bequest, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.
- B. To have authority to sell, mortgage, pledge, lease or exchange all or any part of the real or personal property or funds of the corporation, unless otherwise specifically provided in its creating instrument, at such prices and upon such terms and conditions as it may deem best; and it may

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- invest and reinvest its funds in any such loans or securities, or in any such real or personal property as it may deem suitable.
- C. To use reasonable portions of its funds and income there from to pay the administrative expenses of the operation of the Foundation.
- D. To conduct any all activities permitted to an organization exempt under Section 501(c)3 of the Internal Revenue Code or acts amendatory thereof or supplementary thereof.

ARTICLE V

Limitations

- A. No substantial part of the activities of this corporation shall be for carrying on propaganda or to otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- B. The corporation is non-profit, shall have no capital stock and no part of the net earnings of this corporation shall insure to the benefit of any director, officer, or private individual except those exempt under Section 501(c)3 of the Internal Revenue Code or acts amendatory thereof or supplementary thereto. No dividend shall be ever declared or paid by this corporation.
- C. If the stated purpose of the Foundation cannot be met and it is determined by a two-thirds (2/3) majority vote of the Directors that the Corporation is to be dissolved, then all assets, in whole or in part, will be transferred by resolution, at the time of the dissolutions, to the Northwest Indian College Endowment Fund or its successor. However, if a chosen recipient is not then in existence or is no longer exempt from federal income tax, or is unwilling or unable to accept the designation , then the assets shall be distributed to an organization which has established its tax exempt status under Section 501(c)3 of the Internal Revenue Code and maintain Indian Higher Education among its purposes.

However, if the name recipient is not then in existence or is no longer exempt from Federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax exempt status under Section 501(c)3 of the Internal Revenue Code, and maintains Indian Higher Education among its purpose.

ARTICLE VI

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Directors

- A. The names and addresses of the persons who are the initial directors of the corporation are as follows:

Larry Kinley
2304 Lummi View Drive
Bellingham, WA 98226

Bob Lorence
9550 Jackmon Road
Lynden, WA 98264

Sam Long
3417 122nd Plc NE
Bellevue, WA 98005

Perry Adams
2916 Donavon Ave.
Bellingham, WA 98225

Wayne Siegel
6987 Hannegan Rd
Lynden, WA 98264

Jan Okita
3206 166th Plc SE
Bellevue, WA 98008

Rose Gettings
706 E. Dennis #20
Olympia, WA 98501

- B. Any director of this corporation may be removed from office at any time by a majority of all the other directors then-serving, whenever in their judgement the best interests of the corporation would be served by removal.
- C. The appointment, ultimate number of, duties and terms of the board of directors shall be provided in the Bylaws of the Foundation.

ARTICLE VII

Membership in the Foundation

The board of directors may provide for the establishment and selection of members of the Foundation under such terms and conditions as set for in the Bylaws.

ARTICLE VIII

Indemnification

Every person who is or has been a director, officer, employee, member, or agent of this Foundation shall be indemnified and held harmless by the Foundation from any claim, action or proceeding which may be brought against such person for activities in which such person engaged in good faith while associated with the Foundation.

Incorporators

The name and address of the incorporators of this non-profit Foundation are:

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Olympia, WA 98501

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of the Foundation shall be Lummi Community College, 2522 Kwina Road, Bellingham, WA 98226, and the name of its initial registered agent is Robert J. Lorence.

ARTICLE XI

By-Laws

The authority to make, alter, amend or repeal the by-laws of the Foundation is vested in its board of directors, and such power may be exercised in either a regular or special meeting of the Board of Directors. The By-Laws may contain any provision for the regulation and management of the Foundation's affairs not inconsistent with the law or these articles of incorporation.

ARTICLE XII

Amendment

The Foundation reserves the right to amend, alter, change, or repeal any provision contained within these articles of incorporation in a manner now or hereafter prescribed by the laws of the state of Washington.

IN WITNESS WHEREOF, I have executed this agreement this _____ day of _____, 1987.

Larry Kinley

Bob Lorence

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Rose Gettings

Perry Adams
Jan Okita