

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

ARTICLES OF INCORPORATION

to

REI COOPERATIVE ACTION FUND

A **WA NONPROFIT CORPORATION**, effective on the date indicated below.

Effective Date: 07/22/2020

UBI Number: 604 638 569



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

A handwritten signature in blue ink that reads "Kim Wyman".

Kim Wyman, Secretary of State

Date Issued: 07/22/2020

ARTICLES OF INCORPORATION
OF
REI COOPERATIVE ACTION FUND

The undersigned, in order to form a nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, hereby executes the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this corporation is REI Cooperative Action Fund.

ARTICLE 2. DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes

The corporation is organized exclusively for exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), including, without limitation, grants to other organizations that are tax exempt under Section 501(c)(3) of the Code.

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any member, Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its members, Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 of these Articles of Incorporation.

3.2.2 Distributions; Dissolution

No member, Director 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 the winding up of its affairs. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose (collectively, "*Exempt Purposes*"). Any such assets not disposed of shall be disposed of by the Superior Court of King County, Washington (the "*Court*"), exclusively for Exempt Purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such Exempt Purposes.

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

(d) If the corporation is a private foundation for federal income tax purposes, the corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the corporation to tax under Section 4943 of the Code, from making any investments that would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is

deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority (a) to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 of these Articles of Incorporation and (b) to exercise any and all powers authorized or permitted under any laws that are now, or may be, applicable or available to the corporation after the effective date of these Articles of Incorporation.

3.4 Endowments

Funds held in the corporation are not intended to be perpetual endowments for purposes of RCW 24.55 unless otherwise expressly designated as such by the Board of Directors or written gift instrument.

ARTICLE 4. DIRECTORS

4.1 Number

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided therein.

4.2 Initial Directors

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

Marc Berejka
1550 121st NE, Bellevue, WA
98005

Kristen Ragain
1550 121st NE, Bellevue, WA
98005

Rick Palmer
1550 121st NE, Bellevue, WA
98005

Eric Artz
1550 121st NE, Bellevue, WA
98005

Sharon Philpott
1550 121st NE, Bellevue, WA
98005

ARTICLE 5. MEMBERS

The corporation shall have members. Membership classes, the manner of election or appointment of members, and the qualifications and rights of each class of members shall be as established in the Bylaws of the corporation.

ARTICLE 6. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Washington Nonprofit Corporation Act (as it exists on the date of these Articles of Incorporation or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the corporation or its members for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 6 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Washington Nonprofit Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the corporation shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended, without any requirement of further action by the corporation.

ARTICLE 7. INDEMNIFICATION

7.1 Right to Indemnification

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Director or officer of the corporation or, while a Director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, or of a foundation, partnership, joint venture, limited liability company, trust, enterprise or other nonprofit entity, including service with respect to employee benefit plans (each such other entity,

"*Another Enterprise*") (such person, an "*Indemnified Person*"), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 7.4 of this Article 7, the corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part of such Proceeding) commenced by such Indemnified Person only if the commencement of such Proceeding (or part of such Proceeding) by the Indemnified Person was authorized in advance by the Board of Directors.

7.2 Restrictions on Indemnification

The corporation may not indemnify any Indemnified Person for: (a) acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.310 of the Washington Business Corporation Act; or (c) any transaction with respect to which it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services to which the Indemnified Person was not legally entitled or if the corporation is otherwise prohibited by applicable law from paying such indemnification; provided, however, that if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is amended after the effective date of these Articles of Incorporation, the restrictions on indemnification set forth in this Section 7.2 shall be as set forth in such amended statutory provision.

7.3 Expenses Payable in Advance

The corporation shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding's final disposition (such expenses, "*Advanced Expenses*"), provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 7 or otherwise. Notwithstanding any of the foregoing in this Section 7.3, the corporation shall not be required to pay any Advanced Expenses to a person against whom the corporation directly brings a claim alleging that the corporation is not required to indemnify such person under Section 7.2 of this Article 7.

7.4 Written Statement Required and Right of Indemnified Person to Bring Suit

An Indemnified Person seeking indemnification pursuant to Section 7.1 or Advanced Expenses pursuant to Section 7.3 must first submit to the Board of Directors a sworn statement requesting indemnification or Advanced Expenses, as the case may be,

and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "**Claim**"). If (a) a Claim pursuant to Section 7.1 above is not paid in full by the corporation within 60 days after such Claim has been received by the corporation, or (b) a Claim pursuant to Section 7.3 above is not paid in full by the corporation within 30 days after such Claim has been received by the corporation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the corporation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the corporation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the corporation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Article 7 upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the corporation), and, thereafter, the corporation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

7.5 Procedures Exclusive

Pursuant to Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and Advanced Expenses set forth in this Article 7 are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.

7.6 Non-exclusivity of Rights

The right to indemnification and Advanced Expenses conferred by this Article 7 shall not be exclusive of any other right that any person may have or acquire after the effective date of this Articles of Incorporation under (a) any statute, (b) provision of these Articles of Incorporation, (c) the Bylaws of the corporation, (d) by general or specific action of the Board of Directors, (e) by contract or (f) otherwise.

7.7 Insurance, Contracts and Funding

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the corporation or Another Enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may enter into contracts with any director, officer, partner, trustee, employee or agent of the corporation in furtherance of the provisions of this Article 7 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of

such amounts as may be necessary to effect indemnification and Advanced Expenses as provided in this Article 7.

7.8 Indemnification of Employees and Agents of the Corporation

The corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Article 7 with respect to the indemnification and Advanced Expenses of directors and officers of the corporation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.

7.9 Persons Serving Other Entities

Any person who, while a director or officer of the corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the corporation or (b) as a partner, trustee or otherwise in an executive or management capacity in a partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be (i) so serving at the request of the corporation and (ii) entitled to indemnification and Advanced Expenses under this Article 7.

7.10 Savings Clause; Limitation

If any provision of the Washington Nonprofit Corporation Act or these Articles of Incorporation dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Washington Business Corporation Act or these Articles of Incorporation that shall not have been invalidated. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in the Code, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Code.

ARTICLE 8. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is West 505 Riverside Avenue #500, Spokane, WA 99201, and the name of the initial registered agent located at such office is Corporate Creations Network Inc.

ARTICLE 9. AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or permitted by law after the effective date of these Articles of Incorporation. During any period in which the corporation has members, only the members may amend or repeal any of the provisions contained in these Articles of Incorporation. If at any time there are no members, the Directors may amend or repeal any of the provisions contained in these Articles of Incorporation. The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

ARTICLE 10. INCORPORATOR

The name and address of the incorporator of the corporation are as follows:

Lorri Dunsmore
1201 3rd Ave., Ste. 4900
Seattle, WA 98101

Dated: July 20, 2020



Lorri Dunsmore, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

Corporate Creations Network Inc. hereby consents to serve as Registered Agent in the State of Washington for REI COOPERATIVE ACTION FUND. Corporate Creations Network Inc. acknowledges that as agent for the corporation, Corporate Creations Network Inc. will be responsible for receiving service of process in the name of the corporation; forwarding all mail to the corporation; and immediately notifying the Office of the Secretary of State in the event of Corporate Creations Network Inc.'s resignation, or of any changes in the address of Corporate Creations Network Inc. while acting as registered agent.

Dated: July 20, 2020.

Corporate Creations Network Inc.

By  _____
Saray Djidji, Special Secretary

Address of Registered Agent:
West 505 Riverside Avenue, #500
Spokane, WA 99201