

ARTICLES OF INCORPORATION
OF
SOUND CITIES ASSOCIATION

The undersigned, acting as an incorporators of a nonprofit corporation to be formed under and pursuant to Chapter 24.03 of the Revised Code of Washington, do hereby make and adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation shall be

SOUND CITIES ASSOCIATION.
2. **Duration.** The duration of the corporation shall be perpetual.
3. **Purpose.** The corporation is formed for the following purposes:
 - a. to discuss common problems and concerns among member cities and towns and related jurisdictions;
 - b. to obtain greater understanding and coordination of efforts among cities and towns;
 - c. to increase the knowledge of municipal, county and state governmental services and programs among cities and towns;
 - d. to assist the Association of Washington Cities and its programs and activities;
 - e. with the concurrence of a majority of the member cities and towns, to act as spokesperson for the Sound Cities Association in regional affairs and policy discussions with King County and/or other affected regional agencies; and,
 - f. to employ staff, hire consultants, appoint representatives, maintain offices and do all other things necessary or ancillary to the carrying out of the purposes set forth hereinabove.
4. **Property.** The property of this corporation is irrevocably dedicated to the purpose of promoting, organizing and carrying out the goals described in Article 3 above. No

part of the net earnings of the corporation shall inure to the benefit of any member of this corporation or be distributed to its members, officers, or directors except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions and further the purposes as set forth in Article 3 above.

5. **Stock.** This corporation is formed without purpose of pecuniary profit to itself or its members, but for the purpose of furthering the common good and general welfare of the citizens of the member cities and towns. Therefore, the corporation shall have no capital stock.

6. **Membership.**

a. Membership in this corporation is limited to cities and towns in King County having a population less than 150,000. Members shall be those qualified cities and towns which have paid annual dues and special assessments. Membership shall be in the name of the city or town.

b. Each member shall pay such annual dues and special assessments as may be determined by the Board of Directors subject to approval by a majority vote of the entire membership based on a weighted vote method to be set forth in the By-Laws.

7. **Limitation of Liability of Members and Directors.** Neither the members of the corporation nor its Directors or Officers shall be individually liable for any debts or obligations of the corporation whatsoever, whether such debts or obligations arise under any action of the corporation or its officers or directors creating liability under contract or tort law or any statute. Under no circumstances shall individual members, directors or officers have obligations to third parties by reason of any action of the Association or its Board of Directors. Rather, each member's obligation shall be limited to contributions to the corporation for those dues or assessments which have been adopted pursuant to the procedures set forth in these Articles of Incorporation and the By-Laws of the corporation.

8. **By-Laws.** The initial By-Laws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws or adopt new By-Laws shall be

vested in the general membership of the corporation.

9. **Dissolution.**

a. The corporation may dissolve and conclude its affairs in the following manner: In a regular or special meeting the Board of Directors shall adopt a resolution in accordance with Chapter 24.03 RCW recommending that the corporation be dissolved and directing that the question of dissolution be put to a vote of the entire voting membership. Advance written notice of such a meeting shall be provided to all member cities and towns. A resolution to dissolve the corporation shall be adopted by at least two-thirds of the cities and towns that are members of the corporation at the time the vote is taken and whose annual dues and special assessments have been paid.

b. Upon dissolution of the corporation, all obligations of the corporation shall be paid and any funds or assets of the corporation shall be distributed to member cities and towns pursuant to a distribution formula identical to that by which membership dues were last assessed. The debts, liabilities, and obligations of the corporation shall not constitute a debt, liability or obligation of any member agency.

10. **Registered Office and Agent.** The address of the initial registered office of the corporation shall be: 1775 12th Northwest, Issaquah, Washington 98027. The name of the initial registered agent at such address shall be: Dr. Lynda J. Ring.

The principal place where the business is to be transacted is in King County, State of Washington. The corporation shall maintain offices and places of business at such other place or places within the State of Washington as the Board may direct.

11. **Directors.** The initial directors of the corporation shall be thirteen (13) in number and shall consist of the following persons:

Dr. Judy Woods, President
220 Fourth Avenue
Kent, WA 98032

Elliott Newman, Vice-President
9611 SE 36th Street
Mercer Island, WA 98040

Earl Clymer, Secretary—Treasurer
200 Mill Street
Renton, WA 98055

Mayor Erselle S. Eade
3000 Hunts Point Road
Bellevue, WA 98004

Councilmember Dennis Scholl
510 Evergreen Point Road
Bellevue, WA 98004

Councilmember Betty Aman
402 Warde Street
Algona, WA 98001—8505

Mayor Bob Stead
33530 1st Way
Federal Way, Washington 98003

Councilmember Chris Heaton
11511 Main Street
Bellevue, WA 98009—9012

Councilmember Terry Lukens
11511 Main Street
Bellevue, WA 98009—9012

Mayor Bob Roegner
25 West Main
Auburn, WA 98001-4998

Mayor Jeanne Hansen
109 River Street
PO Box 987
Snoqualmie, WA 98065

Mayor Roseinarie Ives
15670 NE 85th Street
Redmond, WA 98052-3584

Councilmember Fred Jarrett
9611 SE 36th Street
Mercer Island, WA 98040

12. The original incorporators of the corporation are as follows:

Dr. Judy Woods
220 Fourth Avenue
Kent, WA 98032

Elliott Newman
9611 SE 36th Street
Mercer Island, WA 98040

Earl Clymer
200 Main Street
Renton, WA 98055

Erselle S. Eade
3000 Hunts Point Road
Bellevue, WA 98004

Dennis Scholl
510 Evergreen Point Road
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Betty Aman
402 Warde Street
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Rosemarie Ives
15670 NE 85th Street
Redmond, WA 98052-3584

Fred Jarrett
9611 SE 36th Street
Mercer Island, WA 98040

Dated this 14 day of November, 2012.

{Signature Block followed for each of those named above}

CONSENT OF REGISTERED AGENT

I consent to the appointment as registered agent of the corporation.
Dated: 11/14/2012.

Deanna Dawson