



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of ELLENSBURG SUMMER THEATER FOUNDATION

a domestic corporation of Ellensburg, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

April 25, 1983

Ralph Munro

FILED
APR 25 1983

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
of
ELLENSBURG SUMMER THEATER FOUNDATION

THE UNDERSIGNED, in order to form a nonprofit corporation under RCW Ch. 24.03, hereby signs and verifies the following Articles of Incorporation.

ARTICLE 1.

NAME

The name of the corporation is Ellensburg Summer Theater Foundation.

ARTICLE 2.

DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3.

PURPOSES, LIMITATIONS AND POWERS

Section 1: Purposes.

- A. To operate exclusively for educational and charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1954, as amended;
- B. To the extent not inconsistent with the foregoing to promote, foster, encourage and educate the public in the "performing arts" by heightening the public's understanding, awareness, appreciation and history of the "performing arts."

Section 2: Limitations.

- A. The corporation shall have no capital stock nor shall it pay any dividends.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth in this Article.

- C. 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 such dissolution or winding up, all of the remaining assets of the corporation shall be distributed by the Board of Directors for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of §501(c)(3) of the Internal Revenue Code of 1954, as amended.
- D. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to §501(c)(3) organizations by the Internal Revenue Code of 1954, as amended, and the corporation shall not participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office.
- E. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code, as amended, or by organizations, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954, as amended.

Section 3: Powers.

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or By-Laws, the corporation shall have all powers which are now, or are hereafter conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation.

ARTICLE 4.

DIRECTORS

Section 1: Management.

The management of the corporation shall be vested in a Board of no less than three (3) nor more than nine (9) Directors.

Section 2: Qualifications.

The number, qualifications, terms of office, manner of election, time and place of meeting and powers and duties of Directors shall be such as are prescribed by the By-Laws of the corporation.

Section 3: Initial Directors.

The names and addresses of the Directors who will first manage the affairs of the corporation until the first annual meeting of the membership and until their successors are elected and qualified, unless they resign or are removed, are:

Robert L. Fraser
200 East Third Avenue
Ellensburg, WA 98926

Jean Putnam
805 Seattle Avenue
Ellensburg, WA 98926

James J. McGiffin
807 East Third Avenue
Ellensburg, WA 98926

Harold S. Overland
500 East Cherry Lane
Ellensburg, WA 98926

Robert A. Case
811 East Second Avenue
Ellensburg, WA 98926

John E. Drinkwater
Cedar Cove Road
Ellensburg, WA 98926

ARTICLE 5.

REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent and registered office of this corporation is as follows:

Robert L. Fraser
200 East Third Avenue
Ellensburg, WA 98926

ARTICLE 6.

AMENDMENT OF ARTICLES

The corporation reserves the right to amend or repeal by the affirmative vote of a majority of the Board of Directors any of the provisions contained in these Articles of Incorporation except where the members have voting rights, in which case the right to amend or repeal any provisions contained in these Articles of Incorporation is reserved to the affirmative vote of at least two-thirds (2/3) of the votes of members represented in person or by proxy at a meeting called for such purpose.

ARTICLE 7.

AMENDMENT OF BY-LAWS

The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

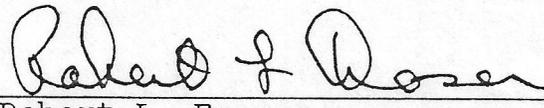
ARTICLE 8.

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Robert L. Fraser
200 East Third Avenue
Ellensburg, WA 98926

IN WITNESS WHEREOF the incorporator has hereunto set her hand this 22nd day of April, 1983.



Robert L. Fraser

STATE OF WASHINGTON

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County of Kittitas

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ROBERT L. FRASER, being first duly sworn upon oath, deposes and says:

I am the incorporator of the corporation named in the above Articles of Incorporation. I have read the foregoing Articles of Incorporation, know the contents thereof and believe the same to be true.

Robert L. Fraser

Robert L. Fraser

SUBSCRIBED AND SWORN to before me this 22nd day of April, 1983.

Kathleen A. Benson

NOTARY PUBLIC in and for the State of Washington, residing at Ellensburg.