

ARTICLES OF INCORPORATION OF SOUND FOUNDATION FOR PUBLIC HEALTH

Articles of Incorporation of Sound Foundation for Public Health. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Washington Non-Profit Corporation Act, do hereby certify:

First: The name of the Corporation shall be Sound Foundation for Public Health.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Everett, Snohomish County.

Third: Said Corporation is organized under RCW 24.03 and is subject to the regulations contained therein.

Fourth: Said Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fifth: The specific purpose of this corporation is to provide support for priorities identified in community health assessments, community health improvement plans, and/or emerging public health issues in Snohomish County and the North Puget Sound area.

Sixth: The names and addresses of the persons who are incorporators of the Corporation are as follows:

Name _____ Address _____

Seventh: Said corporation is for the benefit of the public. 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 purposes set forth in Articles Fourth and Fifth hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Eighth: Said Corporation shall be governed by a Board of Directors consisting of not more than 11 members, the make-up of which shall be outlined in the Bylaws. The following individuals constitute the initial Board of Directors:

Person 1, Address

Person 2, Address

Person 3, Address

Ninth: To the fullest extent permitted by law, this Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all

expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Tenth: The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation, and other Corporate instruments or documents, memberships in other Corporations, and certificates of shares of stock owned by the Corporation, shall be executed, signed and/or endorsed by Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Boards of Directors shall authorize to do so.

Eleventh: No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Twelfth: This Corporation is of perpetual duration.

Thirteenth: Upon the dissolution of the Corporation, assets shall be distributed consistent with the Fifth Article contained herein for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Snohomish County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this ____ day of ____, 20__.

Incorporator 1

Incorporator 2