

ARTICLES OF INCORPORATION
OF
ASSOCIATION OF LEGAL ADMINISTRATORS,
PUGET SOUND CHAPTER

FILED

MAR 24 1987

SECRETARY OF STATE
STATE OF WASHINGTON

The undersigned, in order to form a nonprofit corporation pursuant to Chapter 24.03 of the Revised Code of Washington, hereby signs and verifies the following Articles of Incorporation.

ARTICLE 1
NAME

The name of the corporation shall be Association of Legal Administrators, Puget Sound Chapter.

ARTICLE 2
DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3
REGISTERED OFFICE AND AGENT

The corporation's initial registered office shall be Association of Legal Administrators, c/o Hendricks & Lewis, 2675 First Interstate Center, Seattle, Washington 98104 and the corporation's initial registered agent at such address shall be Christine L. Higashi.

ARTICLE 4
PURPOSES, LIMITATIONS AND POWERS

4.1 Purposes. The corporation is organized exclusively as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1954, as amended. Without limiting the generality of the foregoing, the following purpose is specifically stated:

- (a) to promote the exchange of information regarding the administration and management problems peculiar to legal organizations, including private law offices, corporate legal departments, government legal and judicial organizations, and public service legal groups; to educate

representatives of legal organizations regarding the value and availability of professional administrators; and to consider standards of qualifications for such administrators;

- (b) to develop and promote continuing education programs for legal administrators;
- (c) to make available upon request members who specialize in specific areas of administration for consulting purposes within the membership;
- (d) to support the goals and programs of the National Association of Legal Administrators where consistent with the goals and purposes of the corporation; and
- (e) to participate in any other way in the advancement of legal administration.

4.2 Limitations.

(a) The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any member, director, officer or any private individual.

(b) No member, director, officer or private individual shall be entitled to share in the distribution of corporate assets upon dissolution, final liquidation of the corporation or winding up of its affairs. Upon dissolution, final liquidation or winding up, all net assets of the corporation shall be distributed by the corporation's board of directors ("Board") to any other organization selected by the Board and approved by the members, which organization qualifies at that time for exemption under the provisions of section 501(c) of the Internal Revenue Code of 1954, as then amended, or any successor statute.

(c) The corporation shall be non-partisan and no part of its activities shall be devoted to influencing legislation. No funds of the corporation shall be used or subscribed for any political purposes. The corporation may, nonetheless, conduct educational meetings and produce educational literature to inform members and others about relevant legislation.

(d) Notwithstanding any other provision 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 under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

4.3 Powers. Subject to such limitations and conditions as are or may be prescribed by law or the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which by law are now or may hereafter be conferred upon or allowed to any corporation organized for the purposes set forth above.

ARTICLE 5
BOARD OF DIRECTORS

5.1 The number of directors who shall manage the corporation's affairs shall not be fewer than three (3). The number of directors on the initial Board of Directors shall be seven (7). The names and addresses of the persons who shall serve on the initial Board of Directors and who shall manage the affairs of the corporation until the first annual meeting of the members and until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Christine L. Higashi	1019 First Avenue, #204 Seattle, WA 98104
Thomas L. Baptista	20113 N.E. 176th St. Woodinville, WA 98073
Linda L. Robinson	6808 N.E. 165th Bothell, WA 98011
Denise C. Jarvis	8666 S.E. 75th Place Mercer Island, WA 98040
Betty S. Hellers	10417 - 181st Ave. N.E. Redmond, WA 98052
Jean L. Taylor	11120 N.E. 68th St., #B202 Kirkland, WA 98033
Gerald I. Ainsworth	14909 S.E. 58th Bellevue, WA 98006

5.2 Directors may be removed from office in accordance with the procedures specified in the corporation's Bylaws.

ARTICLE 6
MEMBERSHIP

The corporation shall have three classes of members as specified in the Bylaws.

ARTICLE 7
INCORPORATOR

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


<u>Name</u>	<u>Address</u>
Christine L. Higashi	1019 First Avenue, #204 Seattle, Washington 98104

ARTICLE 8
CHANGE OF STATUS

If the corporation becomes a private foundation within the meaning of section 509 of the Internal Revenue Code of 1954, as now in force or subsequently amended (the "Code"), and as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:

- (a) Each year the corporation shall distribute its income at such time and in such amounts as not to subject the corporation to tax under section 4942 of the Code;
- (b) The corporation shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code);
- (c) The corporation shall sell, exchange, distribute or otherwise dispose of any excess business holdings (as defined in section 4943(c) of the Code);
- (d) The corporation shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Code; and
- (e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

IN WITNESS WHEREOF, I have hereunto set my hand this 17
day of November, 1986.



Christine L. Higashi, Incorporator

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