

207021

FILE NUMBER



DOMESTIC

# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF INCORPORATION

of **STEVENS PASS ALPINE CLUB**  
a domestic corporation of **Lynnwood,** Washington,

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

Filed at request of.....  
**Riach, Gese & Seather**  
**5905 196th S. W. - P. O. Box 1067**  
**Lynnwood, Wash. 98036**  
NON-PROFIT

Filing and recording fee . . . \$ **20.00**  
License to June 30, 19..... \$ .....  
.....Excess pages @ 25¢ \$ .....  
Microfilmed, Roll No. **1199**

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,  
**July 31, 1970**

Page **181-185**

**181**

A. LUDLOW KRAMER  
SECRETARY OF STATE

106860 AUG 370  
APPROVED  
AS TO FORM AND FILED

ARTICLES OF INCORPORATION  
OF  
STEVENS PASS ALPINE CLUB

JUL 7 1970  
A. LUDLOW KRAMER  
SECRETARY OF STATE  
BY *James Brunfield*

WE, the undersigned persons, acting as the incorporators of a corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be the STEVENS PASS ALPINE CLUB.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized shall be athletic in nature to promote the sport of ski racing and various athletic endeavors likely to assist in the promotion of ski racing; generally to participate in such social and athletic events as will promote the sport of skiing in all phases of competition within the sport of skiing.

ARTICLE IV

This corporation is a non-profit corporation, and no member shall receive dividends or distribution of property in the event of liquidation. Upon dissolution of this corporation, any surplus funds remaining on hand shall be paid to that organization whose activities, in the judgment of the liquidating Directors of this corporation, most nearly promote the objectives for which this corporation is formed.

ARTICLE V

The corporation shall have two classes of membership:

1. Active membership shall be available to any and all persons who desire to be actively involved in the pursuit of the purposes of this corporation.
2. The sustaining membership shall be available to any persons, firms or corporations which would like to associate with the purposes of the corporation but not to be personally or actively involved therein.

The qualifications, rights, dues and duties of the members of each class shall be as determined by the By-Laws of the corporation.

ARTICLE VI

The business of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than twelve (12) members. The terms and time of election thereof shall be fixed by the By-Laws. The following individuals will act as Directors of the corporation until their successors are determined in accordance with the By-Laws, to-wit:

<u>Name</u>	<u>Address</u>
J. Gaylord Riach	5905 - 196th S.W. Lynnwood, Wa 98036
Robert Swanson	1522 North 146th Street Seattle, Wa 98100
Phil Falcone	1720 - 106th Place N.E. Bellevue, Wa 98004

ARTICLE VII

The address of the initial registered office of the corporation shall be 5905 - 196th S.W., City of Lynnwood, County of Snohomish, Washington. The name of the initial registered agent of the corporation at such address shall be: J. GAYLORD RIACH.

ARTICLE VIII

These articles may be amended by a majority of the members at any regular meeting or special meeting called for that purpose, provided that notice of such meeting shall be given in the manner provided for by the By-Laws for the election of Directors and further provided that any change in the purpose or purposes for which this corporation is organized shall require a two-thirds vote of all members.

ARTICLE IX

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
J. Gaylord Riach	5905 - 196th S.W. Lynnwood, Wa 98036
Robert Swanson	1522 North 146th Street Seattle, Wa 98100
Phil Falcone	1720 - 106th Place N.E. Bellevue, Wa 98004

IN WITNESS WHEREOF, we have hereunto set our hands this 29<sup>th</sup> day of 7/29, 1970.

Phil Falcone  
Robert Swanson  
J. Gaylord Riach

J. Gaylord Riach  
 STATE OF WASHINGTON:  
 ss.  
 COUNTY OF SNOHOMISH:

On this day personally appeared before me J. GAYLORD RIACH, ROBERT SWANSON and PHIL FALCONE, to me known to be the incorporators described in and who executed the within and foregoing Articles of

Incorporation and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 29 day of July,  
1970.

Juan Velasco  
NOTARY PUBLIC in and for the State  
of Washington residing at Federal Way

D-272967  
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED AND RESTATED  
**ARTICLES OF INCORPORATION**

of STEVENS PASS ALPINE CLUB  
a domestic corporation of Seattle, Washington,

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

Filed at request of Reaugh, Hart, Allison,  
Prescott & Davis, Attorneys At Law  
1100 IBM Bldg.  
Seattle, WA 98101  
Attn: Carol Owings  
NON-PROFIT

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, **October 21, 1977**

Filing and recording fee \$ .....

License to June 30, 19 .....

Excess pages @ 25¢ \$ .....

Microfilmed, Roll No. **1406**

Page **011-016**

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

RESTATED & AMENDED  
ARTICLES OF INCORPORATION  
OF  
STEVENS PASS ALPINE CLUB

**FILED**  
**OCT 21 1977**  
 SECRETARY OF STATE  
 STATE OF WASHINGTON

This is to certify that pursuant to approval of a majority of members at a meeting duly called and held on the 2<sup>th</sup> day of October, 1977, a copy of which minutes have been inserted in the corporate minute book, the Articles of Incorporation are restated and amended as follows:

ARTICLE I.

The name of the corporation shall be STEVENS PASS ALPINE CLUB.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

This corporation is organized exclusively for charitable and educational purposes, to promote the sport of amateur ski racing and various athletic endeavors, to assist in the promotion of amateur ski racing and to foster national and international amateur ski competition. These purposes shall also include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). Included within said purposes, but not by way of limitation nor expansion thereon are:

1. To cooperate with the United States Ski Association, and its related members, in educating its members and potential members or potential amateur ski competitors in all aspects of ski competition and coaching; to carry on and sponsor educational and related activities designed to provide potential competitors with full knowledge about ski competition and coaching; to sponsor and maintain educational programs designed to train ski competitors and coaches; to assist ski competitors in pursuing college, university and post-graduate studies; to carry on scientific research

concerning the development of ski competition methods; to assist in producing and publishing scientific, technical or other publications designed to promote and advance skiing and ski competition; and to enlist public interest, cooperation and support in carrying out these purposes. The foregoing to be carried on in a manner designed to promote the moral, physical and mental advantages of skiing and the education of competent and qualified ski competitors without profit to this corporation or United States Ski Association or its members, or any other person, firm or corporation.

2. To enable this corporation to carry out said purposes, it shall have the power to buy, sell, lease, mortgage and otherwise deal in real and personal property, to borrow money and to issue an evidence of indebtedness therefor, to receive in trust or otherwise, funds derived by gift, bequest, grant or other transfer and in general to exercise all of the general and special powers authorized by the laws of the State of Washington governing non-profit corporations and otherwise to exercise all powers not prohibited by law. This corporation, however, shall not have the power to provide athletic facilities or equipment.

#### ARTICLE IV.

This corporation is organized for non-profit, education, charitable and amateur sports promotion purposes and does not contemplate pecuniary gain or profit to any person, nor to any affiliated or related organization. Except as limited by law or provision of these Articles of Incorporation, the regulation of internal affairs of this corporation shall be as provided by its Bylaws.

#### ARTICLE V.

The name of the registered agent of this corporation and his address as well as the registered office of the corporation is: William K. Schoening, 5320 N.E. 187th, Seattle, Washington 98155.



ARTICLE VIII.

The authority to make and amend the Bylaws of this corporation is hereby exclusively vested in the Board of Directors.

ARTICLE IX.

These articles may be amended by a majority vote of the active members at any regular meeting or special meeting called for that purpose, provided that notice of such meeting shall be given in the manner provided for by the Bylaws for the election of directors and further provided that any change in the purpose or purposes for which this corporation is organized shall require a two-thirds vote of all active members.

ARTICLE X.

In the event this corporation is dissolved, the directors shall determine who shall receive the net assets and distribution as part of the dissolution. In such event the directors shall cause the net assets to be distributed exclusively for the purposes of the corporation in such manner or to such organizations organized and operated exclusively for amateur sports promotion, charitable, educational or scientific purposes and shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine.

IN WITNESS WHEREOF, we the undersigned, have signed these Restated and Amended Articles of Incorporation in duplicate on the 12<sup>th</sup> day of October, 1977.

STEVENS PASS ALPINE CLUB

Roger Isaacson  
Roger Isaacson, President

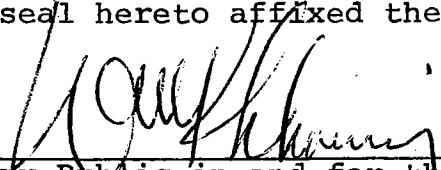
Mary Jo Stewart  
Mary Jo Stewart, Secretary

STATE OF WASHINGTON )  
 ) ss.  
County of King )

On this 12<sup>th</sup> day of October, 1977, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally ROGER ISAACSON and MARY JO STEWART, to me known to be the President and Secretary of Stevens Pass Alpine Club, the corporation that executed the foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year first above written.

NOTARY  
SEAL

  
\_\_\_\_\_  
Notary Public in and for the State of  
Washington, residing at Seattle

D-207021  
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED  
ARTICLES OF INCORPORATION

of STEVENS PASS ALPINE CLUB  
a domestic corporation of Seattle, Washington,  
(Amending Article III)

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

Filed at request of Reaugh, Hart, Allison,  
Prescott & Davis, Attorneys At Law  
1100 IBM Bldg.  
Seattle, WA 98101  
Attn: Sheila M. John

NON PROFIT

Filing and recording fee ... \$ .....

License to June 30, 19 .....

Excess pages @ 25¢ \$ .....

Microfilmed, Roll No. 1429

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,  
May 3, 1978

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

ARTICLES OF AMENDMENT  
 STEVENS PASS ALPINE CLUB

FILED  
 MAY 3 1978

SECRETARY OF STATE  
 STATE OF WASHINGTON

TO: Bruce Chapman, Secretary of State of the State  
 of Washington

Articles of Amendment of the Articles of Incorporation of Stevens Pass Alpine Club, a nonprofit Washington corporation, are herein executed in duplicate by said corporation as follows:

1. The name of the corporation is STEVENS PASS ALPINE CLUB.
2. The Amendment to the Restated and Amended Articles of Incorporation adopted by said corporation is as follows:

Article III of the Restated and Amended Articles of Incorporation is hereby amended by adding a new paragraph 3 to read as follows:

"3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code."

3. Said amendment was adopted by consent in writing signed by all members of the corporation entitled to vote with respect thereto.

DATED this 21<sup>st</sup> day of February, 1978.

STEVENS PASS ALPINE CLUB

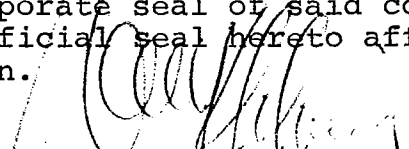
By *Roger Isaacson*  
 Roger Isaacson, President

By *Mary Jo Stewart*  
 Mary Jo Stewart, Secretary

STATE OF WASHINGTON )  
 ) ss.  
County of King )

On this 21<sup>st</sup> day of February, 1978, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared ROGER ISAACSON, to me known to be the President of Stevens Pass Alpine Club, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

Witness my hand and official seal hereto affixed the day and year first above written.

  
\_\_\_\_\_  
Notary Public in and for the State of  
Washington, residing at Seattle



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**STATE of WASHINGTON SECRETARY of STATE**

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I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

***CERTIFICATE OF AMENDMENT***

to

**STEVENS PASS ALPINE CLUB**

a Washington Non Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

U.B.I. Number: 2-207021-3

Date: June 8, 1992

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

*RALPH MUNRO*

---

*Ralph Munro, Secretary of State*

00231 JUN 16 92

AMENDED  
ARTICLES OF INCORPORATION  
OF  
STEVENS PASS ALPINE CLUB

FILED  
STATE OF WASHINGTON  
JUN - 8 1992  
RALPH MUNRO  
SECRETARY OF STATE

This is to certify that pursuant to approval of a majority of members at a meeting duly called and held on the 13th day of May, 1992, a copy of which minutes have been inserted in the corporate minute book, the Articles of Incorporation are amended as follows.

ARTICLE I

NAME

The name of the corporation shall be STEVENS PASS ALPINE CLUB.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSES

This corporation is organized exclusively for charitable and educational purposes, to promote the sport of amateur ski racing and various athletic endeavors, to assist in the promotion of amateur ski racing and to foster national and international amateur ski competition. These purposes shall also include the making of distributions to organizations that qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). Included within said purposes but not by way of limitation nor expansion thereon are:

1. To cooperate with the United States Ski Association, and its related members, in educating its members and potential members or potential amateur ski competitors in all aspects of ski competition and coaching; to carry on and sponsor educational and related activities designed to provide potential competitors with full knowledge about ski competition and coaching; to sponsor and maintain educational programs designed to train ski competitors and coaches; to assist ski competitors in pursuing college, university and post-graduate studies; to carry on scientific research concerning the development of ski competition methods; to assist in producing and publishing scientific, technical or other publications designed to promote and advance skiing and ski competition; and to enlist public interest, cooperation and support in carrying out these purposes. The foregoing to be carried on in a manner designed to promote the moral, physical and mental advantages of skiing and the education of competent and qualified ski competitors without profit to this corporation or United States Ski Association or its members, to any other person, firm or corporation.



2. To enable this corporation to carry out said purposes, it shall have the power to buy, sell, lease, mortgage and otherwise deal in real and personal property, to borrow money and to issue an evidence of indebtedness therefor, to receive in trust or otherwise, funds derived by gift, bequest, grant or other transfer and in general to exercise all of the general and special powers authorized by the laws of the State of Washington governing non-profit corporations and otherwise to exercise all powers not prohibited by law.

3. This corporation shall only provide athletic facilities or equipment in accordance with the rules and regulations adopted pursuant to the Internal Revenue Code for qualified exempt organizations under Section 501 as now existing or as hereafter amended.

4. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

5. This corporation is organized for non-profit, education, charitable and amateur sports promotion purposes and does not contemplate pecuniary gain or profit to any person, nor to any affiliated or related organization.

ARTICLE IV

REGULATION OF AFFAIRS/BYLAWS

Except as limited by law or provision of these Articles of Incorporation, the regulation of internal affairs of this corporation shall be as provided by its Bylaws.

ARTICLE V

REGISTERED AGENT

The name of the registered agent of this corporation and his address as well as the registered office of the corporation is:  
Dale R. Ulin, 2307 88th Place NE, Bellevue, WA 98004.

ARTICLE VI

MANAGEMENT

The management of this corporation shall be vested in a Board of Directors of not less than three (3) nor more than twelve (12). Qualification, term of office and manner of election shall be as prescribed by the Bylaws of this corporation. The directors to manage the affairs of this corporation until the next annual meeting or until their successors are elected and qualified as provided by the Bylaws of the corporation are:

Bob Brudvik  
8620 200th SW  
Edmonds, WA 98020

Craig Knoll  
15221 257th Avenue SE  
Monroe, WA 98272

Elise Clarke  
15931 41st Avenue NE  
Seattle, WA 98155

Jean Marable  
3519 97th Drive SE  
Everett, WA 98205

George Cook  
14410 160th Place NE  
Woodinville, WA 98072

Tom Polich  
2925 South Red Cedar Place SE  
Mill Creek, WA 98012

Jeff Jennings  
3016 Red Cedar Place S  
Mill Creek, WA 98012

Dale R. Ulin  
2307 88th Place NE  
Bellevue, WA 98004

Sue Johnson  
3414 228th SE  
Bothell, WA 98012

## ARTICLE VII

### MEMBERSHIP

The corporation shall have three classes of membership:

1. Active adult membership shall be available to any and all persons who desire to be actively involved in the pursuit of the purposes of this corporation.
2. The sustaining membership shall be available to any persons, firms or corporations which would like to associate with the purposes of the corporation but not to be personally or actively involved therein.
3. Competitor membership shall be available to members of the racing team.

The qualifications, rights, dues and duties of the members of each class shall be as determined by the Bylaws of the corporation.

ARTICLE VIII

BYLAW AMENDMENT

The authority to make and amend the Bylaws of this corporation is hereby exclusively vested in the Board of Directors.

ARTICLE IX

ARTICLES OF INCORPORATION AMENDMENT

These Articles may be amended by a majority vote of the active adult members at any regular meeting or special meeting called for that purpose, provided that notice of such meeting shall be given in the manner provided for by the Bylaws for the election of directors and provided further that any change in the purpose or purposes for which this corporation is organized shall require a two-thirds vote of all active adult members.

ARTICLE X

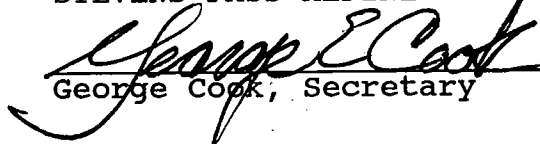
DISSOLUTION

In the event this corporation is dissolved, the directors shall determine who shall receive the net assets and distribution as part of the dissolution. In such event the directors shall cause the net assets to be distributed exclusively for the purposes of the corporation in such manner or to such organizations organized and operated exclusively for amateur sports promotion, charitable, educational or scientific purposes and shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of

1954 (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine.

IN WITNESS WHEREOF, we the undersigned, have signed these Amended Articles of Incorporation in duplicate on the 13 day of MAY, 1992.

STEVENS PASS ALPINE CLUB,

  
George Cook, Secretary

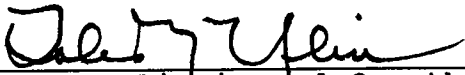
ATTEST:

  
Sue Johnson, President

STATE OF WASHINGTON )  
  ) ss.  
County of King       )

On this 13<sup>th</sup> day of May, 1992, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared SUE JOHNSON and GEORGE COOK, to be known to be the President and Secretary of Stevens Pass Alpine Club, the corporation that executed the foregoing instrument and acknowledge the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year first above written.

  
Notary Public in and for the State of Washington, residing at Bellevue  
My appointment expires: 2/15/96