

**Articles of Incorporation  
of  
Ocean Shores Food Bank  
A Washington Nonprofit Corporation**

We, the undersigned persons, acting as the incorporators of a corporation under the provisions of the Washington Nonprofit Corporation Act (R.C.W. 24.03), adopt the following Articles of Incorporation for such nonprofit corporation:

**Article 1 - Name**

The name of this corporation is Ocean Shores Food Bank. Name registered with Secretary of State on May 14, 2013. Registration Number: 8245.

**Article 2 – Effective Date**

The effective date of incorporation will be upon filing by the Secretary of State.

**Article 3 - Tenure**

The period of duration of the corporation shall be perpetual.

**Article 4 - Purpose**

This corporation is organized and operated exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

The purpose of this corporation is to engage in any lawful act or activity, for which corporations may be organized under Washington Nonprofit Corporation Act (R.C.W. 24.03), provided, however, that the corporation shall only engage in acts or activities that are consistent with and in furtherance of its 501(c)(3) tax-exempt purposes.

The purposes for which this nonprofit corporation is organized are:

- 1) To provide emergency and supplemental food to all persons requesting food assistance;
- 2) To enlist the support and participation of local business groups, churches, private and civic service organizations, state and local food agencies, foundations, and the individual private citizen, to help ensure that local families and persons have access to emergency and supplemental food;
- 3) To serve families and persons requesting food assistance in the North Beach area (Ocean Shores north to Taholah) of Grays Harbor County, State of Washington.

## **Article 5 - Dissolution**

The property of this corporation is irrevocably dedicated to charitable purposes. In the event of dissolution of this nonprofit corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to any other nonprofit corporation, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, which provides the same or similar services within the geographical limitations of Grays Harbor County, Washington. Provided that said organization or individual meets the requirements, purposes and is otherwise eligible under federal, state and local laws, statutes, ordinances and directives, as fulfilling the functions and purposes of this corporation.

## **Article 6 – Additional 501(c)(3) Tax Exemption Provisions**

6.1 No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this 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 these articles.

6.2 Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

6.3 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Internal Revenue Code), and this 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.

## **Article 7 – Indemnification by Corporation of Directors and Officers**

7.1 The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

7.2 Directors of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

### Article 8 – Initial Directors

The number of initial directors of this corporation shall be five and the names and addresses of the initial directors are as follows:

Dr. Marion Boenheim  
1517 E. Ocean Shores Blvd SE  
Ocean Shores, WA 98569

Leon I. Brauner  
1209 Ocean Shores Blvd SW  
Ocean Shores, WA 98569

Dalene Edgar  
PO Box 2373  
Ocean Shores, WA 98569

Barbara Patton  
PO Box 1365  
Ocean Shores, WA 98569

Holly Plackett  
PO Box 231  
Ocean Shores, WA 98569

### Article 9 – Registered Agent


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

**Name:** Leon I. Brauner

**Physical Location Address:** 1209 Ocean Shores Blvd SW, Ocean Shores, WA 98569

#### Consent to Serve as Registered Agent:

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward email to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

  
Signature of Registered Agent

LEON I. BRAUNER  
Printed Name

6/4/15  
Date

