

EXHIBIT A

ARTICLES OF INCORPORATION OF SOUTHGATE NEIGHBORHOOD COUNCIL

Pursuant to RCW 24.03.025, Southgate Neighborhood Council, a nonprofit corporation organized under the Washington Nonprofit Corporation Act, RCW Ch. 24.03 (the “Act”), hereby sets forth its Articles of Incorporation as follows:

Article I. Name

The name of this corporation is Southgate Neighborhood Council.

Article II. Effective Date

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

Article III. Duration

Southgate Neighborhood Council shall have perpetual existence.

Article IV. Corporate Purposes

Southgate Neighborhood Council is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code (the “Code”), or corresponding section of any future federal tax code, including without limitation the following purposes:

4.1 To assist in and promote the physical and emotional well-being of neighborhood residents through instruction in and development of community empowerment and neighborhood planning.

4.2 To aid, support, and assist by gifts, contributions or otherwise, other entities organized and operated exclusively for charitable, scientific, or educational purposes consistent with any limitations set forth in Section 501(c)(3) of the Code.

In furtherance of its corporate purposes, Southgate Neighborhood Council shall have all general powers enumerated in the Act. Notwithstanding anything herein to the contrary, Southgate Neighborhood Council shall exercise only those powers as are in furtherance of the exempt purposes of organizations set forth in the Code.

Article V. Limitations

5.1. Southgate Neighborhood Council shall not have any capital stock and no part of the net earnings of Southgate Neighborhood Council shall inure to the benefit of, or be distributable, to its directors, officers, or other private persons, except that Southgate Neighborhood Council is authorized or empowered to pay reasonable compensation or reimbursement for services rendered and to make payments and distributions in furtherance of its purposes.

5.2. No substantial part of the activities of Southgate Neighborhood Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. Southgate Neighborhood Council shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of, or in opposition to, a political office candidate.

5.3. Notwithstanding any provision of these articles, Southgate Neighborhood Council shall not carry on any other activities not permitted to be carried on (i) by a corporation, exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any successor provision, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any successor provision.

Article VI. Directors

The management of Southgate Neighborhood Council shall be vested in a Board of Directors. The powers and duties, number, qualifications, term and method of appointment and removal of all directors shall be as set forth in the Bylaws.

Article VII. Transactions Involving Directors

7.1 No contracts or other transactions between Southgate Neighborhood Council and any other corporation, and no act of Southgate Neighborhood Council shall in any way be affected or invalidated by the fact that any director of Southgate Neighborhood Council has a pecuniary or other interest in, or is a trustee, director, or officer of, such other corporation.

7.2. Any director, individually, or any firm of which any director may be affiliated, may be a party to, or may have a pecuniary or other interest in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

Article VIII Liability of Directors

A director of Southgate Neighborhood Council shall not be personally liable to the corporation or its members (if any) for monetary damages for conduct as a director, provided, that this limitation on liability shall not apply to (1) acts or omissions that involve intentional

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misconduct by the director or a knowing violation of law by the director, or (2) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act and/or the Washington Non-Profit Corporation Act are hereafter amended to authorize corporate action further limiting the personal liability of directors, then the liability of a director of Southgate Neighborhood Council shall be limited to the fullest extent permitted by such law or laws, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of Southgate Neighborhood Council existing at the time of such repeal or modification.

Article IX Indemnification of Directors and Officers

The corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees and other persons and agents. Without limiting the generality of the foregoing, this corporation shall indemnify any and all persons who may serve or who have served at any time as directors of the corporation against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances now or hereafter permitted by the Washington Business Corporation Act, the Washington Non-Profit Corporation Act, or other applicable law.

Article X. Distribution of Assets upon Dissolution

Upon dissolution of Southgate Neighborhood Council, the assets remaining after payment of, or provision for payment of, all debts and liabilities of Southgate Neighborhood Council shall be distributed to an organization or organizations, as determined by the Board of Directors, recognized as exempt under section 501(c)(3) of the Code or the corresponding section of any future federal tax code, and used exclusively to accomplish the purposes for which the corporation is organized. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.