

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

JUAN DE FUCA SCENIC BYWAY ASSOCIATION

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 11/29/2004

UBI Number: 602-451-961

APPID: 189587



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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

**ARTICLES OF INCORPORATION
OF
JUAN DE FUCA SCENIC BYWAY ASSOCIATION**

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

**ARTICLE I
NAME**

The name of the corporation is Juan de Fuca Scenic Byway Association.

**ARTICLE II
MEMBERSHIP**

Qualification for membership in the corporation shall be set out in the corporation's Bylaws.

**ARTICLE III
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is 16795 Hwy 112, Unit #2, Clallam Bay, WA 98326, and the initial registered agent at such address is Sandra Balch.

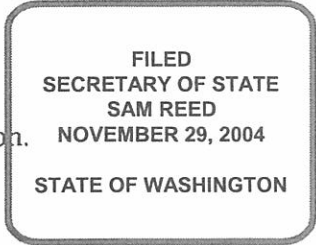
**ARTICLE V
PURPOSES, LIMITATIONS AND POWERS**

Section 5.1 Purposes. To operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision, including without limitation, promotion of the highway 112 community by promoting safety, environmental stewardship, economic development, education, and cultural and historical development.

Section 5.2 Limitations.

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

5.2.2 No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs.



5.2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

5.2.4 Notwithstanding any other provisions of these Articles, 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)(3) of the Code, or any successor provision, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, or any successor provision.

Section 5.3 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purpose.

ARTICLE VI LIMITATION OF DIRECTORS' LIABILITY

A director shall have no liability to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the 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. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VII INDEMNIFICATION

Section 7.1 Right to Indemnification of Directors and Officers. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense,

liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 7.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 7.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 7.1 or otherwise.

Section 7.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 7.1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of the corporation (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 7.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of disinterested directors or otherwise.

Section 7.4 Insurance, Contracts and Funding. The corporation may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify

such person against such expense, liability or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business Corporation Act, or any successor provisions. The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 7.5 Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE VIII DIRECTORS

Section 8.1 Board of Directors. The management of the corporation will be vested in a board of no fewer than five (5) and no more than thirteen (13) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

Section 8.2 Names and Addresses of Directors. The names and addresses of the directors who will manage the affairs of the corporation until the first annual meeting of the board of directors as provided in the Bylaws, and until their successors are elected and qualified, are:

Name	Address
Sandra Balch	PO Box 175 Sekiu, WA 98381
Margaret Owens	612 Schmitt Road Port Angeles, WA 98363
Greig W. Arnold	PO Box 115 Neah Bay, WA 98357
Loren W. Kreutner	134 Bishop Road Port Angeles, WA 98363
James McLeod	4281 East Beach Road Port Angeles, WA 98363
William A. Drath	PO Box 171 Clallam Bay, WA 98326

Alex M. Stevens

PO Box 199
Joyce, WA 98343

Mark S. Mouzakis

41 Harrison Beach Road
Port Angeles, WA 98363

Joseph F. Murray

1551 Pysht River Road
Clallam Bay, WA 98326

**ARTICLE IX
AMENDMENT OF BYLAWS**

The authority to make, alter, amend or repeal Bylaws is vested in the board of directors, and may be exercised at any annual or special meeting of the board.

**ARTICLE X
DISSOLUTION**

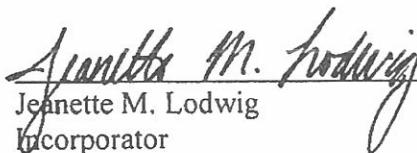
Upon dissolution or winding up, all the corporation's remaining assets shall be distributed by the board of directors for similar or identical uses and purposes, to any other organization that would then qualify for exemption under the provisions of Section 501(c)(3) of the Code, or any successor provision. Preference shall be given to such Section 501(c)(3) organizations that provide information and assistance to visitors or otherwise promote safety, environmental stewardship and awareness of cultural and historical development in the Highway 112 community, if in existence.

**ARTICLE XI
INCORPORATOR**

The incorporator's name and address are:

Name	Address
Jeanette Lodwig	2600 Century Square 1501 Fourth Avenue Seattle, WA 98101-1688

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of November, 2004.



Jeanette M. Lodwig
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Sandra Balch, hereby consent to serve as Registered Agent, in the State of Washington, for Juan de Fuca Scenic Byway Association. I understand that as agent for said corporation, it will be my responsibility to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of 16795 Hwy 112, Unit #2, Clallam Bay, WA 98326.

November 18, 2004
Date

By Sandra Balch
Sandra Balch

Registered Office Address:
16795 Hwy 112, Unit #2
Clallam Bay, WA 98326