

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

NEWPORT SELECT BOYS BASKETBALL CLUB

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

Date: 5/1/2012

UBI Number: 603-203-164



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

A handwritten signature in blue ink that reads "Sam Reed".

Sam Reed, Secretary of State

Articles of Incorporation
Newport Select Boys Basketball Club

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

MAY 01 2012

NEWPORT SELECT BOYS BASKETBALL CLUB
A Washington Nonprofit Corporation

STATE OF WASHINGTON

The undersigned members of Newport Select Boys Basketball Club hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Washington under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington.

ARTICLE I: NAME

The name of this corporation shall be **NEWPORT SELECT BOYS BASKETBALL CLUB** (hereinafter "the corporation").

ARTICLE II: LOCATION

The place in this state where the principal office of the corporation is to be located is the City of Bellevue, King County, Washington.

ARTICLE III: DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE IV: PURPOSE

The corporation is organized exclusively to promote charitable, educational and athletic purposes to teach good sportsmanship and youth character, to work in close association with the Newport Boys Basketball Club to promote the development of boys basketball players for play at Newport High School and to provide superior coaching and high level competition as a means of developing individual player and team basketball skills.

The corporation intends for all purposes to qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation will inure to the benefit of any shareholder, member, director or other individual, except that the corporation is authorized or empowered to pay reasonable compensation for services rendered and to make such payments and distributions in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code or any successor provision. The corporation shall not participate or intervene in a political campaign on behalf of (or in opposition to) any candidate for public office.

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ARTICLE V: POWERS

The corporation shall have the following powers:

- 5.1 To adopt and amend Bylaws, rules and regulations not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation;
- 5.2 To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;
- 5.3 To adopt and amend budgets for revenues, expenditures and reserves, and to impose and collect assessments for expenses;
- 5.4 To make contracts and to incur liabilities;
- 5.5 To hire and discharge or contract with managing agents or other employees, agents, and independent contractors;
- 5.6 To sue and be sued, complain and defend, in its corporate name;
- 5.7 To exercise any other power necessary and proper for the governance and operation of the corporation.

ARTICLE VI: MEMBERSHIP

The membership of the corporation shall consist exclusively of parents or legal guardians of players on a roster for the current basketball season. For purposes of counting votes for transacting any business, only one vote per player may be counted, such that votes by two parents or legal guardians of one player shall count as one vote.

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify its directors and officers against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law. The benefits of these Articles of Incorporation shall extend to the marital communities, estates, heirs, executors and administrators of present and former directors of the corporation. However, the corporation shall not indemnify a director against liability, damage, or expense resulting from the director's gross negligence or intentional misconduct.

ARTICLE VIII: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute, subject to any limitations expressed in the Articles or the Bylaws, rules and regulations adopted by the Board of Directors.

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ARTICLE IX: BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of not less than six (6) voting members to include a president, vice president, treasurer, secretary, and at least two *ad hoc* members. Board members shall be drawn from the membership of the corporation, shall be subject to reasonable criminal and civil screening, and shall be voted and approved annually at an annual meeting of the corporation members. The names and addresses of the persons who are to act in capacity of initial directors until the selection of their successors are as follows:

David A. Lowe
11640 SE 50th Place, Bellevue, WA 98006

Alex Golan
5012 120th Avenue SE, Bellevue, WA 98006

Sean Thompson
7 Newport Key, Bellevue, WA 98006

Andrea Victor
10 Crescent Key, Bellevue, WA 98006

Brian Wood
6233 125th Avenue SE, Bellevue, WA 98006

Jonathan Maltos
6003 118th Avenue SE, Bellevue, WA 98006

The Board of Directors shall have the power to manage the business and affairs of the corporation, including the authority to act on behalf of the corporation as provided in Article V and as provided for in the Bylaws.

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of these Articles of Incorporation or may be amended from time to time), a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

No amendment to or repeal of these Articles of Incorporation shall adversely affect any right of protection of any director of the corporation occurring after the date of the adoption of these Articles of Incorporation and prior to such amendment or repeal.

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ARTICLE X: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: REGISTERED AGENT

The registered agent of the corporation is David A. Lowe, P.S., whose address is 701 Fifth Avenue, Suite 4800, Seattle, WA 98104.

ARTICLE XII: INCORPORATORS

The names of the incorporators are as follows:

David A. & Sherry L. Lowe
11640 SE 50th Place, Bellevue, WA 98006

Alex & Melissa Golan
5012 120th Avenue SE, Bellevue, WA 98006

Sean Thompson
7 Newport Key, Bellevue, WA 98006

Andrea Victor
10 Crescent Key, Bellevue, WA 98006

Brian Wood
6233 125th Avenue SE, Bellevue, WA 98006

Jonathan Maltos
6003 118th Avenue SE, Bellevue, WA 98006

Articles of Incorporation
Newport Select Boys Basketball Club

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation as set forth below:

DocuSigned by:
David A. Lowe
/5FB64A0C268B4D6.../

David A. Lowe

Date: 5/1/2012

DocuSigned by:
Sherry L. Lowe
/C2CB0BA320FE4A6.../

Sherry L. Lowe

Date: 5/1/2012

DocuSigned by:
Alex Golan
/41C351EBB14E4AF.../

Alex Golan

Date: 5/1/2012

DocuSigned by:
Melissa Golan
/DDEFD63BF6E143F.../

Melissa Golan

Date: 5/1/2012

DocuSigned by:
Sean Thompson
/784EBDA6132D410.../

Sean Thompson

Date: 5/1/2012

DocuSigned by:
Andrea Victor
/8A52CCA978CE407.../

Andrea Victor

Date: 5/1/2012

DocuSigned by:
Brian Wood
/0DD65216E5AC497.../

Brian Wood

Date: 5/1/2012

DocuSigned by:
Jonathan Malto
/541438BF7C89443.../

Jonathan Malto

Date: 5/1/2012