

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

NORTH KITSAP TRAILS ASSOCIATION

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

Date: 7/22/2008

UBI Number: 602-850-172

APPID: 1213815



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

602-850-172

FILED
SECRETARY OF STATE

JUL 22 2008

STATE OF WASHINGTON

**ARTICLES OF INCORPORATION
OF**

NORTH KITSAP TRAILS ASSOCIATION

Pursuant to the provision of the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), and in order to form a nonprofit corporation, the undersigned hereby signs and verifies the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the corporation shall be the North Kitsap Trails Association.

**ARTICLE II.
PURPOSES, LIMITATIONS AND POWERS**

Section 2.1. Purposes. To operate exclusively for charitable, scientific 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 to develop trails for non-motorized, recreational and therapeutic use and to enhance and protect habitat in North Kitsap County in the State of Washington.

Section 2.2 Limitations.

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

2.2.2 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.

2.2.3 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) organization by the Code, and the 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.

2.2.4 Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization qualified for exemption from federal income tax under Section 501(c)(3) of the Code, or any successor provisions, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, or any successor provision.

Section 2.3 Powers. In general, and subject to such limitations and conditions as are

or may be prescribed by law, or in the corporation's Articles 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 III.
DURATION**

The period of duration of this corporation shall be perpetual.

**ARTICLE IV.
MEMBERSHIP**

The corporation shall have no voting members.

**ARTICLE V.
DIRECTORS**

Section 5.1 Board of Directors. The affairs of the corporation shall be managed by a Board of Directors, whose number shall be not fewer than five (5). 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 5.2 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
Linda Berry-Maraist	17960 Fjord Drive NE Poulsbo, Washington 98370
Jon Rose	19245 Tenth Avenue NE Poulsbo, Washington 98370
John Hawkins	3505 Dyes Inlet Road NW Bremerton, Washington 98312
John Kuntz	P.O. Box 2247 Poulsbo, Washington 98370
John Willett	P.O. Box 11202 Bainbridge Island, Washington 98110

**ARTICLE VI.
AMENDMENT OF ARTICLES AND BYLAWS**

The authority to amend these Articles and 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 VII.
REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is: 19245 Tenth Avenue NE, Poulsbo, Washington 98370, and the initial registered agent at such address is Jon Rose.

**ARTICLE VIII.
LIMITATION OF LIABILITY OF A DIRECTOR**

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 IX.
INDEMNIFICATION**

Section 9.1 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