

ARTICLES OF INCORPORATION
OF
SRRTTF
ADMINISTRATIVE AND CONTRACTING ENTITY

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act, RCW 24.03, hereby adopts the following Articles of Incorporation:

Article I. Name

The name of this Corporation is: SRRTTF Administrative and Contracting Entity.

Article II. Duration

The period of its duration is perpetual unless dissolved by operation of law or otherwise.

Article III. Purposes

The Corporation is organized exclusively for educational, charitable, religious, scientific, and/or literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"). The purposes shall include, but shall not be limited to carrying out activities to bring the Spokane River into compliance with applicable water quality standards for certain toxic materials as described in the Memorandum of Agreement Regarding Spokane River Regional Task Force, dated [_____] , 2012.

Article IV. Power

The Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III that are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

Article V. Members

The Corporation shall have members as set forth in the bylaws of the Corporation.

Article VI. Prohibited Activity

Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation and subject to the limitations of these Articles of Incorporation. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, except as Section 501(c)(3) organizations may be permitted 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. The Corporation shall not have or issue shares of stock and shall not make any disbursement of income or any loans to its members, directors, or officers.

If at any time, and for so long as, the Corporation is classified as a "private foundation" under Section 509(a) of the Code, the following provisions (A) through (E) shall apply in the management of its affairs. At any time the Corporation is not classified as a "private foundation" under Section 509(a) of the Code, then the following provisions (A) through (E) shall not apply.

A. Each year this Corporation shall distribute its income, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code, unless the Corporation qualifies as a "private operating foundation";

B. The Corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

C. This Corporation shall not retain, sell, exchange, distribute or otherwise dispose of any "excess business holdings" (as defined in Section 4943(c) of the Code) in a way that would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

D. This Corporation shall not make any investments that would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of

the Code) and that would, therefore, give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

E. This Corporation shall not make any “taxable expenditures” (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

Article VII. Registered Agent

The address of the initial registered office of the Corporation is 1780 Barnes Blvd. S.W., Bldg. G, Tumwater, WA 98512-0410. The name of its initial registered agent at such address is National Registered Agents, Inc..

Article VIII. Initial Directors

The number of directors and the method of selecting directors shall be fixed by the bylaws of this Corporation; provided that the initial directors, who shall hold office until the election of their respective successors, shall be at least six (6) and no more than seven (7) in number and are as follows:

Name

Address

Article IX. Limitation Of Director Liability

Except to the extent otherwise required by applicable law (as presently in effect and as hereafter amended), 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. If the Washington Nonprofit Corporation Act or the Washington Business Corporation Act is amended to authorize further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act and the Washington Business Corporation Act, as so amended, without any requirement of further action by the Corporation, or its members or its directors.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the Corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

Article X. Indemnification

The Corporation shall indemnify any director of the Corporation who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation to the full extent allowed by law, as presently in effect and as hereafter amended. By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an officer, employee, or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation. Reasonable expenses incurred by a director, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, shall be advanced by the Corporation to the full extent allowed by and on the conditions required by applicable law, as presently in effect and as hereafter amended, unless and until it is determined that such person is not entitled to be indemnified.

The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense. The rights conferred by or pursuant to this Article shall not be exclusive of any other rights that any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles of Incorporation, the bylaws of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise. No amendment to or repeal of this Article shall adversely affect any right of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its exemption from federal income taxation.

Article XI. Interest Of Officers, Directors Or Others In Transactions With This Corporation

The Corporation shall adopt a conflict of interest policy to protect the Corporation's interests when it considers entering into contracts or transactions with persons having substantial influence over the affairs of the Corporation. Provided such conflict of interest policy is followed, any member, officer, or director (hereinafter referred to generally as "interested persons") individually, or any firm of which any interested person is a partner, or any private firm of which any interested person may be

an officer, director, employee, or holder of any amount of its capital stock or other ownership interest may be a party to or may be interested in any contract or transaction of this corporation and, in the absence of actual fraud, no such contract or other transaction shall be thereby affected, impeached, or invalidated. No interested person shall be liable to account to this Corporation for any profit realized by him or her from or through any such transaction or contract, provided that such contract or transaction shall be approved in accordance with the procedures described in the conflict of interest policy.

If any law, including without limitation any provision of the Code or Treasury Regulations, the Washington Nonprofit Corporation Act or the Washington Business Corporation Act, is amended or interpreted in such a manner as to contradict any of the provisions of this Article, then this Article shall *de facto* be amended to comply with the law without any requirement of further action by the Corporation, its members, or its directors.

Article XII. Distributions Upon Dissolution

No member, director, trustee, or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon dissolution or winding up of the Corporation, after paying or making adequate provision for payment of all liabilities, all remaining assets of the Corporation shall be distributed by the board of directors to one or more nonprofit funds, foundations, or corporations that are organized and duly operated exclusively for educational, charitable, religious, scientific, and/or literary purposes, within the meaning of the Code, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of Spokane County, Washington, for the purposes set forth in Article III of these Articles of Incorporation or to such organization or organizations as the Superior Court of Spokane County shall determine to be organized and operated for purposes similar to that of the Corporation.

Article XIII. Incorporator

The incorporator is _____ and the incorporator's address _____ is _____.

DATED this _____ day of _____, 2012.

_____, Incorporator

DRAFT - For Discussion Only

CONSENT TO SERVE AS REGISTERED AGENT

National Registered Agents, Inc. ("NRAI"), hereby consents to serve as Registered Agent in the state of Washington for SRRTTF Administrative and Contracting Entity, a Washington nonprofit corporation. NRAI understands that as agent for the Corporation, it is responsible for receiving service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of its resignation or of any changes in the registered office address of the Corporation for which it is agent.

Executed this _____ day of _____, 2012.

NATIONAL REGISTERED AGENTS, INC.

By: _____
Name: _____
Title: _____

NAME OF REGISTERED AGENT: National Registered Agents, Inc.

ADDRESS OF REGISTERED AGENT: 1780 Barnes Blvd. S.W., Bldg. G
Tumwater, WA 98512-0410