



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of THE ASSOCIATED RECREATION COUNCIL

a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

September 23, 1975

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE



A. LODGELOW KRAMER
SECRETARY OF STATE

STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA WASHINGTON 98504

OCT 16 1975

SEATTLE PAPER & RECORDING
SUPPLEMENT

WE ARE PLEASED TO FORWARD YOU YOUR NONPROFIT ARTICLES OF INCORPORATION.

In order to keep your corporation in good standing, please make a note of the following filing requirements and submit the filings and fees as they become due.

ANNUAL REPORT (list of officers and directors) must be filed each year between January 1st and March 1st. The office of secretary of state automatically mails forms for this purpose in order to allow ample time for timely return and filing. If you or your registered agent have not received an annual report form by the 15th of January, please contact this office and request a copy.

CHANGE OF REGISTERED AGENT OR OFFICE - IT IS THE RESPONSIBILITY OF THE CORPORATION TO NOTIFY THE OFFICE OF SECRETARY OF STATE OF SUCH CHANGES IMMEDIATELY. The recording of a change along these lines cannot be accomplished by filling in the name of the new agent or address on an annual report form. A valid filing of the change must be made by completing a separate form in keeping with the requirements of the law.

CORPORATE NAME CHANGE OR AMENDMENTS TO THE ARTICLES - If, at the time such changes are contemplated, you will contact the office of the secretary of state, we will forward you a copy of the statutes that outline the filing requirements for such changes.

SP-107

ARTICLES OF INCORPORATION

of

THE ASSOCIATED RECREATION COUNCIL
(A Non-Profit Washington Corporation)

FILED

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SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLE I. NAME

The name of the corporation shall be: THE ASSOCIATED RECREATION COUNCIL.

ARTICLE II. DURATION

The duration of the Associated Recreation Council's existence shall be perpetual.

ARTICLE III. PURPOSE

The purpose for which the Associated Recreation Council is formed is to benefit and support the Seattle Department of Parks and Recreation and its officially recognized Advisory Councils in providing adequate and quality public recreation programs.

ARTICLE IV. POWERS

In support of its purposes, this Association shall exercise all of the powers granted a non-profit corporation under the laws of the State of Washington, including without limiting the generality of the foregoing, the following:

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A. To solicit, receive, hold, administer any moneys, securities or other property which may be transferred to this Corporation by gift, devise, bequest or otherwise, for any of the uses and purposes above set forth and to invest, conserve, collect, use and disburse such moneys, securities or other property, and the income devjised therefrom, in accordance with the requests or directions, limitations and conditions attached by law thereto; and, if no requests, directions, limitations or conditions be expressed, then to use and dispose of the same for the uses and purposes herein specified, in accordance with the judgment and discretion of the Board of Directors of the Associated Recreation Council.

B. To assume any obligations, enter into contracts and other instruments, and do any and all things incidental to or expedient for the attainment of its corporate purposes.

ARTICLE V. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements)

any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI. DIRECTORS

A. Management:

The affairs of the Associated Recreation Council shall be managed by a Board of Directors consisting of at least five (5) persons and no more than fifteen (15). The number, qualifications, terms of office manner of selection, time and place of meetings and the power and duties of the directors shall be such as are prescribed by the By-Laws of the corporation.

B. Initial Directors: The number of directors constituting the initial Board of Directors of the corporation shall be five. The names and addresses of persons who are to serve as initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
1. Herb Tsuchiya	4400 Rainier Avenue South Seattle, WA 98118
2. John Hays	227-1/2 11th Avenue East Seattle, WA 98102
3. Virginia Alldred	10016 38th Avenue Northeast Seattle, WA 98125
4. Jack Andrew	7729 45th Avenue Southwest Seattle, WA 98136
5. Frank Lynch	8618 29th Northeast Seattle, WA 98115

ARTICLE VII. MEMBERS

The Associated Recreation Council shall have only such members and classes of members, with such rights and privileges, as may be prescribed from time to time in the By-Laws and which are not inconsistent with any provision contained in these Articles of Incorporation.

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ARTICLE VIII. BY-LAWS

The By-Laws of the Associated Recreation Council shall be adopted by the Board of Directors and may be altered, amended or repealed thereafter by the Board of Directors provided, however, no provision in the By-Laws shall be inconsistent with any provision contained in these Articles of Incorporation or any amendment thereto.

ARTICLE IX. LIQUIDATION OR DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, convey the remaining assets to the City of Seattle Department of Parks and Recreation for public parks and recreation purposes provided, however, in the event that the Internal Revenue Service determines that such a transfer is not consistent with the tax exempt status of the corporation then the Board of Directors shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of King County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE X. REGISTERED OFFICE AND AGENT

The address of the Associated Recreation Council's initial registered office and the name of its initial registered agent at such address is:

Norma Ruff

3810 N. E. 113th

Seattle, Washington 98125

ARTICLE XI. REPORTS

The Associated Recreation Council shall furnish reports at least annually to the Superintendent of Parks and Recreation, City of Seattle, Washington, or his/her designee such reports to be sufficient in content and nature to assist the Board of Park Commissioners, or its successor, in insuring that the Associated Recreation Council has invested its assets toward the furtherance of quality community recreation opportunity and has not engaged in any activity which would or could violate the non-profit status of the corporation as determined by the Internal Revenue Service.

IN WITNESS WHEREOF, the Incorporator has hereunder set his hand on this

4th day of September 1975.

Herbert Tsuchiya
Herbert Tsuchiya

FILED
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SECRETARY OF STATE
STATE OF WASHINGTON

STATE OF WASHINGTON,

County of KING ss.

On this day personally appeared before me HERB TSUCHIYA

to me known to be the individual _____ described in and who executed the
within and foregoing instrument and acknowledged to me that HE
signed the same as HIS free and voluntary act and deed for
the purposes therein mentioned.

Given under my hand and official seal this
17th day of SEPT., 1975

William R. Bellison

Notary Public in and for the State of Washington,

residing at Seattle

ARTICLE IX.

LIQUIDATION OR DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, convey the remaining assets to the City of Seattle, Department of Parks and Recreation for those purposes and programs for which the Associated Recreation Council was established and to be used in those geographic or program areas from which it was derived, provided, however, in the event that the Internal Revenue Service determines that such a transfer is not consistent with the tax exempt status of the corporation then the Board of Directors shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

CITY OF SEATTLE/DEPARTMENT OF PARKS and RECREATION & ASSOCIATED RECREATION COUNCIL RELATIONSHIP

FACTS:

Within the City of Seattle a special working relationship is maintained through a Memorandum of Agreement between the Department of Parks and Recreation (DPR) and the Associated Recreation Council (ARC) and its member advisory councils. ARC is comprised of a 15 member volunteer Board of Directors made up of advisory council representatives and at-large members, an Executive Director, Accounting Supervisor and office staff that handles all financial activity and record keeping for the member advisory councils. Currently, there are 36 advisory councils sharing the common purpose with DPR of providing community supported, high quality programs and services. ARC is an independently incorporated, 501(c)(3) nonprofit organization received from the IRS 2/11/77 (#51-0170717); filed in the State of Washington (#2-250106-8, 9/23/75); providing uniform financial, payroll, accounting, and fundraising services to the member advisory councils.

The City owns the recreation facilities in which most advisory council programs operate. DPR and the local advisory council share those facilities for their programs. DPR staff supervises the Advisory Council employees in each location. In addition, DPR staff are responsible for the timely and accurate processing of all advisory council activity at their site. Advisory councils, because of their separate legal status, retain all fees, revenues and donations in their local community for use in operating local advisory council programs. Advisory council financial activities are not processed through the City and are processed only through ARC. Checks and balances are established to assure proper and accurate management of these funds. As public funds, all advisory council accounts and financial information are open to public inspection. All Form 990's and the annual audits completed by certified public accounting firms are available for review.