

FILED
SECRETARY OF STATE
SAM REED

JUNE 20, 2011
STATE OF WASHINGTON

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**ARTICLES OF INCORPORATION
OF
CEDAR WAY PTO**

The undersigned hereby adopt these Articles of Incorporation for the purpose of forming a nonprofit corporation pursuant to the Washington Nonprofit Corporation Act, RCW 24.03.

ARTICLE I

The name of the corporation shall be CEDAR WAY PTO

ARTICLE II

The effective date of incorporation shall be upon filing by the Secretary of State.

ARTICLE III

The term of existence of the corporation shall be perpetual

ARTICLE IV

The corporation is organized for the purpose of supporting the educational experience of children at Cedar Way Elementary by fostering relationships among the parents, staff and students.

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

To the fullest extent permitted by the Washington Business Corporation Act and subject to the bylaws of the corporation, a director or officer of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director or officer. Any amendment to or repeal of this Article shall not adversely affect any right of a director or officer of the corporation hereunder with respect to any acts or omissions of the director or officer occurring prior to amendment or repeal.

ARTICLE VI

To the fullest extent permitted by its bylaws and the Washington Business Corporation Act, the corporation is authorized to indemnify any of its directors or

officers. The Executive Board shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Executive Board. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article IV hereof. 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII

Upon dissolution of the corporation, the net assets of the corporation will be used to pay any outstanding debts of the corporation. Any funds remaining after payment of the corporation's debts shall be distributed to the General Fund of Cedar Way Elementary, a public school within Edmonds School District No. 15, to be used 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.

Any such assets not so disposed shall be distributed to the federal government, or to a state or local government, for a public purpose, or, in the alternative, 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 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.

ARTICLE IX

The names and addresses of the initial directors of the corporation are as follows:

Kern Grennan
4208 226th Place SW
Mountlake Terrace, WA 98043

Laura Baker
2730 211th Place SW
Lynnwood, WA 98036

Kim Kirk
3706 224th Place SW
Mountlake Terrace, WA 98043

Marcy Lewis
4303 216th Street SW
Mountlake Terrace, WA 98043

Lisa Parsons
3503 217th Place SW
Brier, WA 98036

Molly Luna
23001 40th Place W
Mountlake Terrace, WA 98043

Joy Muller
22704 38th Avenue W
Mountlake Terrace, WA 98043

Jennifer Middleton
21123 Poplar Way
Lynnwood, WA 98036

Staci Kelley
22401 36th Avenue W
Mountlake Terrace, WA 98043


ARTICLE X

The name and address of the corporation's registered agent in the State of Washington is:

Megan Blomquist
4509 218th Street SW
Mountlake Terrace, WA 98043

CONSENT TO SERVE AS REGISTERED AGENT

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.


Signature of Resident Agent

Megan E. Blomquist
Printed Name

10/13/11
Date

ARTICLE XI

The names and addresses of the incorporators are as follows.

Lisa Parsons
3503 217th Place SW
Brier, WA 98036

Megan Blomquist
4509 218th Street SW
Mountlake Terrace, WA 98043

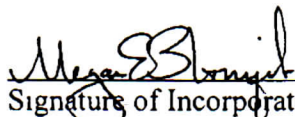
This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.



Signature of Incorporator

Lisa A. Parsons
Printed Name

6/16/11
Date



Signature of Incorporator

Megan E. Blomquist
Printed Name

6/13/11
Date