



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

COVINGTON CHAMBER OF COMMERCE

a Washington Non Profit corporation. Articles of Incorporation were
filed for record in this office on the date indicated below:

U.B.I. Number: 601 399 189

Date: July 2, 1992

Given under my hand and the seal of the State of
Washington, at Olympia, the State Capitol

Ralph Munro, Secretary of State

FILED
STATE OF WASHINGTONJUL 02 1992
RALPH MUNRO
SECRETARY OF STATE

601 399 189

ARTICLES OF INCORPORATION
OF
COVINGTON CHAMBER OF COMMERCE
A Non-profit Corporation

The undersigned, acting as incorporator of a corporation (the "Corporation") under the provisions of the Washington Non-profit Corporation Act (this act as amended from time to time is referred to herein as the "Act"), adopt the following Articles of Incorporation.

Article I

The name of the corporation is: Covington Chamber of Commerce.

Article II

The period of existence of the corporation shall be perpetual.

Article III

The corporation is organized for, without being limited to, any one or more of the following purposes; charitable, benevolent, educational, civic, patriotic, political, social, fraternal, cultural, and professional or commercial association, and shall be operated for the exclusive benefit of those activities permitted under the Washington Non-profit Corporation Act or corresponding sections of applicable successor facts.

Article IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers of 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 corporation.

Article V

The corporation shall have all powers conferred upon non-stock, non-profit corporations organized under R.C.W. 24.03 of the Washington Statutes and any successor provision thereto as now enacted or hereafter amended. Such powers shall be exercised only in fulfillment of the purposes of the corporation set forth herein.

Article VI

The designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class shall be set forth in the By-laws.

Article VII

The mailing address of the principal office of the corporation is: 17601 S.E. 272nd, Kent, WA 98042. The address of the registered agent of the corporation is: 22212 S.E. 272nd, Maple Valley, WA 98038, and the name of the registered agent at such address is: Jean M. Bouffard.

Article VIII

The number of directors constituting the initial Board of Directors of the corporation shall be eleven (11). The number of directors of the corporation may, however, be changed from time to time by the By-laws of the corporation, but in no case shall be less than seven (7). The names and addresses of the directors are as follows:

Chris Morris
26324 Summit-Landsburg Rd.
Ravensdale, WA 98051

Joe Jenkins
18533 S.E. 259th Place
Kent, WA 98042

Jeff Wagner
17051 S.E. 272nd
Kent, WA 98042

Curt Porter
15220 S.E. 272nd #E
Kent, WA 98042

Dean Saggau
12934 Kent-Kangley Road
Kent, WA 98042

Mike Aronoff
28210 187th Avenue S.E.
Kent, WA 98042

Bob Winn
17051 S.E. 272nd
Kent, WA 98042

Gary Lueckenotte
17051 S.E. 272nd #10
Kent, WA 98042

Tayla Gillespie
17051 S.E. 272nd #11
Kent, WA 98042

Jean M. Bouffard
22212 S.E. 272nd
Maple Valley, WA 98038

Article IX

In the event the corporation is dissolved, its net assets shall be distributed to tax exempt organization or organizations organized and operated exclusively for one or more of the purposes specified in Article III, above, as shall be selected by the directors of the corporation.

Article X

The management of the corporation shall be vested in the Board of Directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of officers shall be determined by the By-laws of the corporation.

The initial By-laws of the corporation shall be adopted by its Board of Directors. The By-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the act or these Articles of Incorporation.

Article XI

The corporation, through its Board of Directors, reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by

statute, and all rights conferred herein are granted subject to this reservation. Each Director shall have one vote.

Article XII

The name and address of the incorporator of the corporation is as follows: Jean M. Bouffard, 22212 S.E. 272nd, Maple Valley, WA 98038.

Article XIII

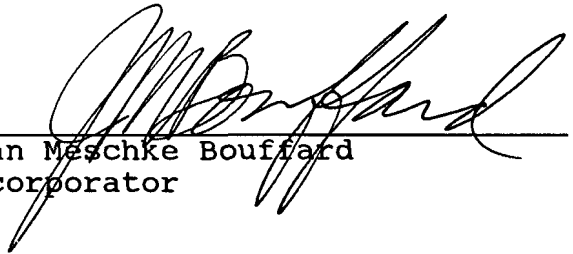
A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) 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 Non-profit Corporation Act is amended to authorize corporate action 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 Non-profit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the members of the corporations shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article XIV

The corporation has the power to indemnify, and to purchase and shall maintain insurance for, its directors, officers, trustees, employees, and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its directors against all liability, damage, and expenses arising from or in connection with service for, employment by, or other

affiliation with this corporation or other firms or entities to the maximum extent and under all circumstances permitted by law except that the corporation shall not indemnify a director against liability, damage, or expense resulting from the director's gross negligence.

DATED: June 26, 1992.



Jean Meschke Bouffard
Incorporator

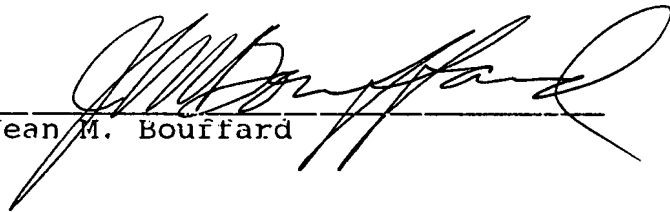
CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: State of Washington
Secretary of State
Corporations Division
2nd Floor, Republic Bldg.
505 E. Union
Olympia, WA 98504

I, Jean M. Bouffard, hereby consent to serve as Registered Agent in the State of Washington for Covington Chamber of Commerce.

I understand that as agent for the corporation, it will be my responsibility to receive 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 my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Dated this 30th day of June, 1992.



Jean M. Bouffard

Address of registered agent:

22212 S.E. 272nd Street
Maple Valley, WA 98038