

ARTICLES OF INCORPORATION  
OF  
NORTH KITSAP TRAILS ASSOCIATION

Pursuant to the provision of the Washington Non-profit Corporation Act (Revised Code of Washington 24.03), the following Articles of Incorporation are submitted for filing.

**Article I.**

The name of this corporation shall be the North Kitsap Trails Association (“NKTA”), and the location of the chief place of business shall be in Kitsap County, Washington.

**Article II.**

The objects and purposes for which this corporation is formed are:

1. To develop trails and open space for non-motorized recreation use and watchable wildlife areas.
2. To encourage and support the use of property for charitable, educational, public safety, entertainment and scientific activities designed to educate, preserve, maintain, promote, develop, and acquire lands, waters, easements, and every type of right-of-way for wildlife, trails, and for all non-motorized public, family, and therapeutic users.
3. To engage in any charitable, educational, public safety, or scientific activities approved by the corporation’s board of directors which qualify and fall within the scope of section 501( c) (3) of the Internal Revenue Code of 1954 as amended, and all corresponding provisions of future United States Internal Revenue Law.
4. To purchase, construct, lease or otherwise acquire and hold, use and operate, sell, mortgage, or otherwise dispose of and encumber any real or personal property or services, and to cooperate and contract with any other any public or private group or individual to achieve these objects and purposes.
5. To carry on any other lawful business or activity whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its services or properties.

**Article III.**

The period of duration of this corporation shall be perpetual.

**Article IV.**

The corporation shall have one class of members.

**Article V.**

The affairs of the corporation shall be managed by a Board of Directors, whose number

shall be not fewer than five (5) nor more than twenty five (25) as determined under the Bylaws. The Board of Directors shall designate from its members a President and a Secretary and such other officers as determined by the Bylaws. The Directors shall be elected at the annual meeting of the members of the Corporation, or at any special meeting called for that purpose, for terms not exceeding three (3) years such that orderly continuity of the Board may be maintained.

#### **Article VI.**

Amendments of these Articles of Incorporation shall require, in addition to previous notice as set forth in the By-laws, a two-thirds vote of the active members of the corporation present at any meeting called for that purpose. Authority to adopt and amend the Bylaws of the corporation not consistently herewith is lodged in the Board of Directors.

#### **Article VII.**

This association is organized exclusively for recreational, charitable, education and scientific purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding sections for any future United States Internal Revenue law.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, offices, 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 above. 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 1986 (or corresponding sections of 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 1986 (or corresponding sections of future United States Internal Revenue law).

#### **Article VIII.**

The registered office of the corporation for service is: 19245 Tenth Ave. NE Poulsbo, WA 98370. The name of the registered agent of the corporation at such address is Sue Schroader.

#### **Article IX.**

1. **Limitation of Liability of a Director.** Except to the extent otherwise required by applicable law existing on the date of the adoption of this article, or as amended, no present or future director of the corporation shall be personally liable to the corporation or its members, if any, for monetary damages for any conduct as a director occurring after the date of the adoption

of this article. No amendment to or repeal of this section shall adversely affect any right of protection of a director of the corporation with respect to any acts or omissions of such director occurring after that date of the adoption of this article and prior to such amendment or repeal of this section.

2. **Indemnification of Directors and Officers.** The corporation shall indemnify any director (as that term is defined in RCW 23B.08.500, as presently in effect and as hereafter amended) or officer 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 applicable law, as presently in effect and as hereafter amended; provided, however, that the corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding, or a part of proceeding, initiated by such person if such proceeding, or part of a proceeding, was brought by a director or officer to enforce a claim for indemnification under this section and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

3. **Indemnification of Employees and Agents.** By means of a resolution or a of a contract specifically approved by the Board of Directors, the corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and in the corporation's best interests.

4. **Notice.** Any indemnification of a director in accordance with this Article shall be reported to the Board of Directors (and to the members as required by applicable law) in a written report describing the proceeding and the nature and extent of such indemnification.

5. **Advances.** Reasonable expenses incurred by a director or officer, 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, shall be advanced by the corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided that the director or officer shall first promise, in a writing delivered to the corporation, to repay all amounts advanced by the corporation if it is later determined that such director or officer is not entitled to be so indemnified. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding (as defined by 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 may be, but is not required to be, advanced by the corporation before the end of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, the corporation shall not advance any such funds unless the employee or agent promises, in a writing delivered to the corporation, to repay all amounts advanced by the corporation if it is later determined that such employee or agent is not entitled to be so indemnified.

6. **Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation, or who is serving at the request or consent of the corporation as an officer, employee, or agent of another corporation,

or on behalf of the corporation's partnerships, joint ventures, trusts, other enterprises, or employee benefit plan, against any liability incurred by such person because of such person's status, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article. In addition, the corporation may enter into contacts with any director or officer of the corporation in furtherance of the provisions of this article and may create a trust fund, grant and security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts may be necessary or desirable to effect the insurance contemplated in this article.

7. **Designation of Counsel.** 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 any advance or expense in connection therewith.

8. **Consistency With Applicable Law; Survival of Benefits.** The right to indemnification and limitation of liability conferred by these Articles shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law, as presently in effect and as hereafter amended, the right to indemnification and limitation of liability conferred by this article shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

9. **Nonexclusivity of Rights.** The rights conferred in these articles shall not be exclusive of any other rights which any person may have or acquire under any applicable law, as presently in effect and as hereafter amended, the articles of incorporation, the bylaws of the corporation, a vote of the Board of Directors or the members of the corporation, or otherwise.

#### **Article X.**

In the event of the dissolution of this corporation for any reason whatsoever, any and all assets of the corporation, less any indebtedness or liabilities, shall be turned over to the Kitsap Land Trust as a gift, to be used by the Kitsap Land Trust for any purpose connected with the acquisition and maintenance of public lands and open space.

#### **Article XI.**

Although motorized vehicles may be used for access, maintenance, and improvement of facilities owned or used by this Corporation and its members, they are otherwise prohibited in connection with activities of the North Kitsap Trails Association.

#### **Article XII.**

**Incorporators.** The names of the incorporators of the North Kitsap Trails Association are as follows:

**TO BE ADDED**

IN WITNESS WHEREOF, the corporation has caused these Articles of  
Incorporation to be executed on this \_\_\_\_\_ of February, 2008.

NORTH KITSAP TRAILS ASSOCIATION

By \_\_\_\_\_  
Jon Rose  
President