



Board of Commissioners
Packet
SPECIAL MEETING
Wednesday, April 16, 2025
Hybrid Meeting
12:30pm

via Zoom and in person at:

Richland Hampton Inn
486 Bradley Blvd., Richland WA 99352

**Kennewick Public Hospital District
SPECIAL MEETING
Wednesday, April 16, 2025 | Hybrid Meeting
12:30 PM
Richland Hampton Inn
486 Bradley Blvd. Richland, WA 99352
AGENDA**

- I. Welcome – Mark Brault, President and Leland Kerr, Superintendent**
 - A.** Discussion regarding Benton-Franklin Elder Services dba Adult Day Services of the Tri-Cities and the Kennewick Public Hospital District.
- II. Close of meeting**

ADS-KPHD Workshop Resource Material

The key differences between a Washington non-profit corporation and a Washington municipal corporation revolve around their legal foundation, purpose, governance, powers, and limitations. Here's a breakdown comparing the two in terms of business activity, employment, and powers or restrictions:

1. Legal Structure and Governance

Non-Profit Corporation (ADS)

- Governed by: RCW 24.03A (Washington Nonprofit Corporation Act).
- Leadership: Board of directors (private individuals); members may or may not have voting power.
- Accountability: To the board, donors, IRS (if tax-exempt), and the WA Secretary of State.

Public Hospital District

- Governed by: RCW 70.44 (Public Hospital Districts).
- Leadership: Elected board of commissioners.
- Accountability: To the public, State Auditor's Office, Department of Health, and other state entities.

2. Purpose and Scope of Services

Non-Profit (ADS)

- Focuses on specific charitable missions, such as:
 - Assisted living
 - Adult day care
 - Memory care

“If a public hospital district chooses to contract or join with another party or parties pursuant to the provisions of this chapter, it may do so through establishing a nonprofit corporation, partnership, limited liability company, or other legal entity of its choosing in which the public hospital district and the other party or parties participate. The governing body of such legal entity shall include representatives of the public hospital district, which representatives may include members of the public hospital district's board of commissioners. A public hospital district contracting or joining with another party pursuant to the provisions of this chapter may appropriate funds and may sell, lease, or otherwise provide property, personnel, and services to the legal entity established to carry out the contract or joint activity.”

The District can legally own and operate:

- Assisted living facilities
- Memory care units
- Skilled nursing homes
- Home health care
- Hospice services
- Adult day health programs

2. Would the Employees Be Considered Public Employees?

Yes, typically.

Employees working directly for a public hospital district — including those providing elder care services — are public employees, because:

- The hospital district is a quasi-municipal corporation.
- It is a public employer under Washington law.
- Its employees are subject to public sector employment statutes, such as RCW Title 41 (public employment relations).

This applies even if the facility is a nursing home or assisted living facility operated by the District.

- In-home services
-
- Services may be limited to certain populations (low-income seniors, veterans, etc.).

Public Hospital District

- Broad mandate to provide comprehensive health care services to residents within the district.
Hospitals, clinics, skilled nursing, and even elderly care services.
- May operate long-term care, assisted living, or hospice programs as public services.

3. Powers and Authority

Non-Profit

- Cannot levy taxes or exercise governmental powers.
- Can fundraise, apply for grants, and charge for services.
- Must stay within IRS 501(c)(3) guidelines (if applicable).

Public Hospital District

- Can levy taxes, issue general obligation bonds, and eminent domain (in some cases).
- Can impose property tax assessments to fund facilities or services.
- Operates as a quasi-municipal corporation with government-like powers.

4. Funding Sources

Comparing a non-profit corporation providing elder care services with a Washington public hospital district highlights key differences in governance, funding, powers, and public responsibilities. Here's a focused comparison based on your interest:

Source	Non-Profit Corporation	Public Hospital District
Donations	Yes	Sometimes (grants, community foundations)
Fees for Service	Yes	Yes
Government Grants	Yes	Yes
Tax Revenue	No	Yes (property taxes, voter-approved)
Bonding Authority	No	Yes (with voter approval)

5. Employment and Operations

Non-Profit (ADS)

- Operates under private-sector employment law.
- More flexibility in hiring, wages, and structure.
- Staff may include both employees and volunteers.

Public Hospital District

- Subject to public employment laws, including: Civil service
- Public records/meetings laws
- Collective bargaining agreements
- Employees are typically public employees.

6. Transparency and Public Oversight

Aspect	Non-Profit Corporation	Public Hospital District
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Open Public Meetings	No (not required by law)	Yes (RCW 42.30)
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Public Records Access	No (except IRS Form 990)	Yes (RCW 42.56)
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Audits	IRS, independent auditors	State Auditor's Office
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Elections	No	
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Feature	Non-Profit Elder Care Org	Public Hospital District
Legal Type	Private non-profit corporation	Quasi-municipal corporation
Taxing Power	No	Yes
Board Selection	Appointed/internal	Publicly elected
Service Mandate	Mission-driven	Community health-driven
Regulatory Oversight	IRS, Secretary of State	State of WA, State Auditor

1. Can a Public Hospital District Run an Elder Care Service?

Yes.

Under RCW 70.44.060, public hospital districts in Washington have broad authority to provide health-related services, including elder care. Specifically, they are authorized to:

“...establish and operate nursing homes, extended care, long-term care, and other health care facilities and services for the care of the aged, sick, injured, or infirm.”

RCW 70.44.220 also authorizes the District to create and engage with non-profit organizations:

“If a public hospital district chooses to contract or join with another party or parties pursuant to the provisions of this chapter, it may do so through establishing a nonprofit corporation, partnership, limited liability company, or other legal entity of its choosing in which the public hospital district and the other party or parties participate. The governing body of such legal entity shall include representatives of the public hospital district, which representatives may include members of the public hospital district's board of commissioners. A public hospital district contracting or joining with another party pursuant to the provisions of this chapter may appropriate funds and may sell, lease, or otherwise provide property, personnel, and services to the legal entity established to carry out the contract or joint activity.”

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- It is a public employer under Washington law.
- Its employees are subject to public sector employment statutes, such as RCW Title 41 (public employment relations).

This applies even if the facility is a nursing home or assisted living facility operated by the District.

3. Would Those Employees Be Required to Be Part of the Public Employees' Retirement System (PERS)?

In most cases, yes.

If employees meet eligibility criteria (hours, position type), they are required to participate in PERS, administered by the Washington Department of Retirement Systems (DRS).

Key points:

- Public hospital districts are participating employers in PERS.
- Eligible employees (typically working over 70 hours per month for at least 5 months per year) must be enrolled in PERS — it's not optional.
- Some unionized positions may fall under different pension agreements, but they still route through DRS.

Exception Scenarios:

- If the elder care facility is operated through a separate private non-profit entity contracted by the district (e.g., outsourced operations), the workers might not be public employees.
- However, if it's a district-owned and operated facility, the staff are almost certainly public employees, subject to civil service rules, collective bargaining (if unionized), and PERS enrollment.

AMENDED AND RESTATED BYLAWS
OF
BENTON FRANKLIN ELDER SERVICES

(Including all amendments made through
and including May 17th, 2006)

ARTICLE I

SOLE VOTING MEMBER

Kennewick Public Hospital District, a Washington municipal corporation, is the sole voting member of the corporation. The sole voting member shall have such rights and powers as are specified in Washington Nonprofit Corporation Act, the Articles of Incorporation of this corporation, and these Bylaws.

ARTICLE II

MEETING OF THE SOLE VOTING MEMBER

Section 1. Annual Meeting of the Sole Voting Member. The annual meeting of the sole voting member of Benton Franklin Elder Services shall be held each year immediately following the annual meeting of the Board of Directors of this corporation.

Section 2. Special Meeting of the Sole Voting Member. Special meetings of the sole voting member of this corporation may be called at any time by the President or Board of Directors of this corporation, or by the Chair or Board of Commissioners of the sole voting member.

Section 3. Notice of Meetings. Written notice stating the date, time and place of the meeting, and in the case of a special meeting of the sole voting member, also stating the purpose for which the meeting is called, shall be delivered to the sole voting member not less than three (3) nor more than thirty (30) days before the date of the meeting, either personally, by mail or by email, by or at the direction of the person or entity calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the sole voting member at the address as it appears in the records of the corporation, with postage prepaid. Any notice by email must be consistent with RCW 24.03.009.

Section 4. Quorum. Kennewick Public Hospital District, appearing through a majority of its Board of Commissioners, shall constitute a quorum for any meeting. The sole voting member may delegate or appoint an officer of Kennewick Public Hospital District to exercise any of the rights or powers of the sole voting member hereunder.

ARTICLE III

RESERVE POWERS OF THE SOLE VOTING MEMBER

The Board of Directors shall govern the affairs of this corporation, subject to the following reserve powers of the sole voting member:

Section 1. Appointment of Directors. The sole voting member shall appoint each member of the Board of Directors.

Section 2. Removal of Directors. The sole voting member shall have the right to remove any Director, with or without cause, and shall have the right to ratify the removal of a Director by the Board of Directors.

Section 3. Appointment and Removal of the Executive Director and Consultants. The sole voting member shall have the right to appoint and remove the Executive Director and any independent auditor or corporate counsel needed by this corporation.

Section 4. Merger, Consolidation or Dissolution. The sole voting member shall approve any merger, consolidation, or dissolution.

Section 5. Bylaws and Articles. The sole voting member shall approve any amendments to or restatements of the Articles of Incorporation or Bylaws of this corporation.

Section 6. Approval of Budget. The sole voting member shall approve the operating and capital budgets, and any purchase, sale, loan, lease, disposition, exchange, gift, pledge or encumbrance of any asset, except real property, not previously included in the capital budget.

Section 7. Indebtedness. The sole voting member shall approve aggregate borrowing in excess of \$15,000 for periods of one year or less and all borrowing for periods of more than one year. For purposes of this Section, the term "aggregate borrowing" includes but is not limited to lease agreements and contracts of sale.

Section 8. Real Property and Other Transactions. The sole voting member shall approve the purchase or disposition of real property and all other transactions outside the ordinary course of business.

Section 9. Enumerated Rights in Addition to Other Rights. The foregoing rights shall be in addition to the rights granted to the sole voting member under the provisions of the laws of the State of Washington or Articles of Incorporation or Bylaws of this corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number. The number of Directors of the corporation shall be not less than five (5) and not more than nine (9). The Board of Directors by amendment of these Bylaws, and subject to approval of the sole voting member, may increase or decrease the number of Directors. The sole voting member shall appoint the Directors and no less than one Director shall be a member of the Board of Commissioners of the Kennewick Public Hospital District. Each Director shall hold office until removed by the sole voting member or by the Director's resignation.

Section 3. Officers. At its annual meeting, the Board of Directors shall elect its officers for the positions of President, Vice President, Secretary, and Treasurer, each for a term of one year.

Section 4. Other Committees. Other committees, both standing and special purpose shall be appointed by the President at the will of the majority of Directors present at any regular meeting wherein a quorum has been established. Such standing committees shall serve from annual meeting to annual meeting.

Section 5. Vacancies. The sole voting member shall have power to fill any vacancy on the Board of Directors. The Board of Directors shall make nominations to the sole voting member for any vacancy, except for a position required to be filled by a member of the Board of Commissioners of the Kennewick Public Hospital District.

Section 6. Attendance. Any member of the Board of Directors absent from four (4) consecutive meetings without prior notice to the Board shall be given notice by letter from the President of the Board of the Board's intention to remove said Director from the Board at the next regular meeting of the Board. Any Board member so notified may reinstate himself if, within thirty (30) days after the notice is mailed, he requests and receives reinstatement from the Board.

ARTICLE V

MEETINGS OF BOARD OF DIRECTORS

Section 1. Meeting. The annual meeting of the Board of Directors shall be held within the first quarter of the calendar year at which time the Board of

Directors is elected. Said meeting shall be held at the same place as regular meetings unless some other place shall be specified by resolution of the Board at such meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any place, at any time, whenever called by the President or Secretary, or any four (4) or more Directors.

Section 3. Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. Notice of the time and place of any special meetings of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, email or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors needs to be specified in the notice or any waiver of notice of such meeting. Any notice by email must be consistent with RCW 24.03.009.

Section 4. Quorum. A quorum shall be constituted by the presence of one-third or more members of the Board of Directors, but not less than three members, at any regular meeting held after proper notice is given. The action of majority of Directors present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

ARTICLE VI

ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or directors of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State

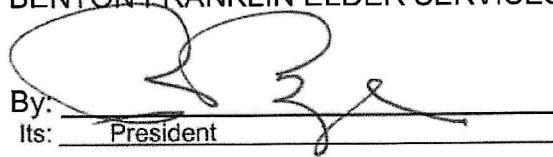
of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time, stated therein, shall be equivalent to the giving of such notice.

CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Amended and Restated Bylaws of Benton Franklin Elder Services were adopted by resolution of the Board of Directors of Benton Franklin Elder Services on May 17, 2006.

Dated this 17th day of May, 2006.

BENTON FRANKLIN ELDER SERVICES

By: 
Its: President

BENTON FRANKLIN ELDER SERVICES

RESOLUTION OF THE BOARD OF DIRECTORS

The undersigned, constituting all the members of the Board of Directors of Benton Franklin Elder Services (the "Corporation") do hereby unanimously adopt the following resolutions:

WHEREAS, the Board of Directors of the Corporation, upon due consideration, find it to be in the best interests of the Corporation to amend the Corporation's Articles of Incorporation and Bylaws;

NOW, THEREFORE, IT IS RESOLVED, that the proposed Articles of Amendment to the Articles of Incorporation attached hereto as Exhibit A and the proposed Amended and Restated Articles of Incorporation attached hereto as Exhibit B are hereby approved and adopted by the Board;

RESOLVED FURTHER, that the proposed Amended and Restated Bylaws attached hereto as Exhibit C are hereby approved and adopted by the Board;

RESOLVED FURTHER, THAT THE OFFICERS OF THE Corporation are hereby authorized and directed to take such action as appropriate to have such Articles of Amendment to the Articles of Incorporation and Amended and Restated Articles of Incorporation filed with the Secretary of State of Washington and such other actions as are necessary or helpful to effectuate and carry out the amendment to and restatement of such articles;

DATED this 17th day of May, 2006.

Name: _____

Name: _____

Name: _____

Name: _____

Name: _____

Name: _____

Name: _____

Name: _____

Board of Commissioners of the Kennewick Public Hospital District adopted Resolution 2006-9 to effect amendments to the bylaws on April 27, 2006

**KENNEWICK PUBLIC HOSPITAL DISTRICT
BENTON COUNTY, WASHINGTON**

RESOLUTION NO. 2006-9

A resolution of the Board of Commissioners of Kennewick Public Hospital District, Benton County, Washington (the "District"), adopting the Bylaws of Benton Franklin Elder Services.

WHEREAS, all proceedings of the Board of Commissioners shall be by motion or resolution recorded in a book or books kept for such purpose, which shall be public records.


WHEREAS, Kennewick Public Hospital District is the sole voting member of Benton Franklin Elder Services, a Washington non-profit corporation;

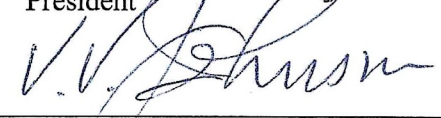
WHEREAS, the Articles of Incorporation of Benton Franklin Elder Services provide that the Board of Directors have the authority to alter, amend, or repeal the Bylaws of Benton Franklin Elder Services, but only with the approval of the sole voting member;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSION OF KENNEWICK PUBLIC HOSPITAL DISTRICT, BENTON COUNTY, WASHINGTON, that the attached Exhibit A, titled "Amended and Restated Bylaws of Benton Franklin Elder Services" are:

ADOPTED AND APPROVED by the Board of Commissioners of Kennewick Public Hospital District, Benton County, Washington, at an open public meeting thereof, held this 27th day of April, 2006.

KENNEWICK PUBLIC HOSPITAL DISTRICT

By 
President

By 
Secretary

STATE of WASHINGTON



SECRETARY of STATE

SECRETARY OF STATE

Corporations Division • 801 Capitol Way South • PO Box 40234 • Olympia, WA 98504-0234 • 360/753-7115 • Fax 360/664-0055

SAM REED

06/20/2008

STATE OF WASHINGTON

APPLICATION FOR REINSTATEMENT
OF A DOMESTIC (WASHINGTON)
NONPROFIT CORPORATION
RCW 24.03

06/19/08 1314079-001
\$45.00 K #5237
id:1526454

Pursuant to RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned corporation applies for reinstatement and states the following:

- 1) The corporate name on the date of administrative dissolution was:
BENTON FRANKLIN ELDER SERVICES
- 2) The date of administrative dissolution was: May 1, 2008
- 3) The name of the corporation's registered agent who resides in the State of Washington is: Michael R Porter
- 4) The corporation's registered office address (which must be identical to that of the Registered Agent's) in Washington is: 10 N Washington St, Kennewick, WA 99336
- 5) The Post Office Box, if any, to be used in conjunction with, and located in the same city as, the Registered Office address above is: _____
- 6) If the corporation has changed its name, you must file Articles of Amendment. Please call (360) 753-7115, press 1, to request the necessary forms.
- 7) The following explanation demonstrates that the grounds for administrative dissolution either did not exist or have been eliminated. (Check one or more of the following statements):
 - ☒ The annual report (list of officers/directors) has been completed and is hereby submitted for filing.
 - ☒ NSF/Account closed fees are hereby tendered.
 - ☒ The registered agent and registered office address in Washington has been designated herein.
 - ☐ Other:

Cathy Petersen
Signature of Officer

Cathy Petersen VP
Type or Print Name and Title

6/17/08
Date

NRI

STATE of WASHINGTON



SECRETARY of STATE

Corporations Division • 801 Capital Way South • PO Box 40234 • Olympia, WA 98504-0234 • 360/753-7115 • Fax 360/664-0055

NONPROFIT CORPORATION REINSTATEMENT REPORT FILING FEE 45.00

RENEWAL PERIOD	2/1/2008 - 1/31/2009	
BACK FEES DUE	PENALTIES DUE	REINSTATEMENT FEES DUE
10.00	5.00	30.00
TOTAL AMOUNT NOW DUE TO REINSTATE		45.00

Corporate Name and Registered Agent / Office Address

BENTON FRANKLIN ELDER SERVICES
% FLOYD E IVEY
1141 N EDISON STE C
KENNEWICK WA 99336

Unified Business ID # : 601 151 882
Corporation Account # : 2-317393-3
State of Incorporation : WA
Inc./ Qual. Date : 1/4/1982

IF REGISTERED AGENT OR ADDRESS HAS CHANGED, COMPLETE THIS SECTION - These actions have been authorized by the Board of Directors.

New Registered Agent's Name Michael Porter New Agent's Consent to Appointment [Signature]
(Please Type or Print) (Signature of newly appointed Agent)
New Registered Office Address 10 N Washington St City Kennel WA Effective Date 1/1/08
(Street Address) (zip code)

Please Note: A Post Office Box may only be used in conjunction with a physical street address.

ANNUAL REPORT SECTION - FILL IN COMPLETELY - TYPE OR PRINT IN BLACK INK

Address of Principal place of business in WA

(Include Street, City, State & ZIP Code)

Telephone Number
of Corporation (509) 586-5731

Briefly describe the affairs the corporation is conducting in the state of Washington

Adult Day ServicesDo the affairs listed above differ from those recorded with the Office of the Secretary of State? Yes ☐ No ☒

If you indicated "yes" explain the nature and reason for the change

(Corporation may be required to file an amendment to its Articles of Incorporation if changes are extensive)

List NAMES AND ADDRESS(ES) of corporate officers and directors. (attach additional list, if needed.)

President Rick Reil 37007 S Oak Kennel WA 99337
Name Address City State Zip

Vice-Pres Cathy Petersen 900 S Auburn Kennel WA 99336
Name Address City State Zip

Secretary Rocky Base 3250 W Clewiston Kennel WA 99336
Name Address City State Zip

Treasurer Brenda Draper 900 S Auburn St Kennel WA 99336
Name Address City State Zip

Chair Bd. Directors Marc Hudson 547 Meadows Drive Richland WA 99352
Name Address City State Zip

Directors Merrin Felton 10 N Washington Kennel WA 99336
Name Address City State Zip

Cathy Petersen Cathy Petersen VP 6/17/08
(Signature) (Type or Print Name and Title) (Date)

Document must be signed by an officer listed above.

Make checks payable to the Secretary of State and return to address shown above.

AC

Date: 06/05/08 2:02 PM

NRI

RESTATED
ARTICLES OF INCORPORATION
OF
BENTON FRANKLIN ELDER SERVICES

FILED
STATE OF WASHINGTON
FEB 17 1998
RALPH MUNRO
SECRETARY OF STATE

FILED
01/26/1998 - 69194
01/26/1998
Check - 01/22/1998 - 6909

1. The name of the corporation is Benton Franklin Elder Services.
2. Pursuant to Chapter 24.03 RCW, the undersigned hereby submits the following Restated Articles of Incorporation of Benton Franklin Elder Services.
3. These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation of Benton Franklin Elder Services as amended and these Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.
4. These Restated Articles of Incorporation of Benton Franklin Elder Services were approved by a majority of the Board of Directors of Benton Franklin Elder Services by resolution dated December 29, 1997.
5. The Articles of Incorporation of Benton Franklin Elder Services are restated in their entirety as follows:

The undersigned, in order to form a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby signs and certifies the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Benton Franklin Elder Services.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The name and address of the registered agent is:

Name: Floyd E. Ivey
Address: Liebler Ivey & Connor, P.S.
1141 N. Edison, Suite C
Kennewick, WA 99336

ARTICLE IV

The corporation shall have one voting member. The sole voting member of the corporation is Kennewick Public Hospital District, a Washington municipal corporation. The sole voting member may resign its membership in the corporation upon 60 days prior written notice to the corporation. The withdrawal shall be effective on the last day of the month in which the notice period expires.

ARTICLE V

Section 1. Purposes: To reach the elderly population in the community who are experiencing multiple problems such as social/emotional loss, physical limitations, cognitive and sensory impairment and who would benefit from contact with their peers or supportive professionals.

To help decrease their social isolation, whether due to physical losses (stroke damage, Parkinsonism, arthritis, etc.), depression from loss of spouse, home, decreasing functional ability, or from declining mental acuity.

To help maintain or return them to the highest level of role functioning as possible and to remain independent in their present living situation as long as possible.

To provide families, who are giving 24 hour supervision, the respite necessary to maintain them in their family homes.

To prevent premature institutionalization.

To do any and all acts and things incident to or necessary or proper to be done in carrying out the objectives and purposes of the corporation as set forth above. The corporation is formed exclusively for the promotion of activity within the meaning of Section 501(c)(3).

Section 2. Limitations:

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or private individual.

2.2 No director 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 the remaining assets of the corporation shall be distributed to the sole member. If the sole member does not exist at the time of dissolution, the remaining assets shall be distributed to an organization named by

the Board of Directors that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as maybe permitted to Section 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate of public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as now stated, or as it maybe hereafter amended, or by organization contributions to which are deductible under Section 170(c)(2) of such Code as now stated, or as it may be hereafter amended.

Section 3. Powers: In general, and subject to such limitations and conditions as or maybe prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or are hereafter conferred by law upon a corporation organized for the purpose hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation.

ARTICLE VI

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

1. The management of the corporation will be vested in a board of no less than 5 directors. The number, qualifications, terms of office, manner of appointment, time and place of meeting, and powers and duties of directors shall be such as are prescribed by the Bylaws of the corporation.

2. The names and addresses of the directors who will first manage the affairs of the corporation until the first annual meeting of the membership, as provided in the Bylaws, and until their successors are elected and qualified, are:

Clarence Parker
115 Barlett Road
Richland, WA
627-3606

Dan McIvor
2205 Camden
Richland, WA
946-8055

Kathleen Dodson
3108 W. Agate
Pasco, WA
545-4389

Kent Schaufelberger
211 S. Neel
Kennewick, WA
783-7242

Louise Marzyck
2526 Alexander Court
Richland, WA
375-0213

Cathy Morris
6712 W. Victoria
Kennewick, WA
783-2669

Frank McGree
c/o Goodwill
307 W. Columbia
Pasco, WA
547-7717

ARTICLE VIII

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), 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.

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 IX

The corporation shall indemnify any director 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 initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or 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 to be in the best interests of the corporation.

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.

Reasonable expenses incurred by a director or officer, 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 applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding 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 prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the corporation to repay all amounts advanced by the corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation or is serving at the request or consent of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, 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 contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article 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 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 the heirs, executors, and administrators of such a person. The rights conferred in this Article 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), these Articles of Incorporation, the Bylaws of the corporation, a vote of the Board of Directors of the corporation, or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the sole member or Directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

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 tax exempt status, if any, from federal income taxation.

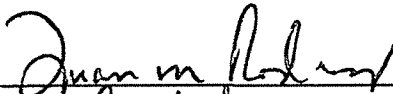
No amendment to or repeal of this Article shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE X

Subject to the sole voting member's approval, the authority to alter, amend or repeal the corporation's Bylaws is vested in the Board of Directors.

6. Adopted by resolution of the corporation's Board of Directors on December 29, 1997.

BENTON FRANKLIN ELDER SERVICES

By: 
Its: President

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 AMENDMENT

to

BENTON FRANKLIN ELDER SERVICES

a Washington Non Profit Corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Restating Articles

UBI Number: 601 151 882

Date: February 17, 1998



AME

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

RALPH H. MUNRO

Ralph Munro, Secretary of State

2-317393-3

SECRETARY OF STATE
STATE OF WASHINGTON

the Board of Directors that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

D. A new Article VIII is hereby added as follows:

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), 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.

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.

E. A new Article IX is hereby added as follows:

The corporation shall indemnify any director 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 initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or 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 to be in the best interests of the corporation.

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.

Reasonable expenses incurred by a director or officer, 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 applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding 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 prior to the final

disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the corporation to repay all amounts advanced by the corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation or is serving at the request or consent of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, 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 contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article 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 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 the heirs, executors, and administrators of such a person. The rights conferred in this Article 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), these Articles of Incorporation, the Bylaws of the corporation, a vote of the Board of Directors of the corporation, or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the sole member or Directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

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 tax exempt status, if any, from federal income taxation.

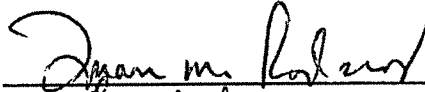
No amendment to or repeal of this Article shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

F. Current Article VII is hereby amended as follows:

Subject to the sole member's approval, the authority to alter, amend or repeal the corporation's Bylaws is vested in the Board of Directors.

Adopted by resolution of the corporation's Board of Directors on December 29, 1997.

BENTON FRANKLIN ELDER SERVICES

By: 
Its: President

CONSENT TO SERVE AS REGISTERED AGENT

I, Floyd E. Ivey, hereby consent to serve as Registered Agent, in the State of Washington for Benton Franklin Elder Services. 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.

January 22, 1998 Floyd E. Ivey
(date) (signature of agent)

Name of Registered Agent: Floyd E. Ivey

Address of Registered Agent: Liebler Ivey & Connor, P.S.
1141 N. Edison, Suite C
Kennewick, WA 99336

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 AMENDMENT

to

BENTON FRANKLIN ELDER SERVICES

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

Changing registered agent/office address to LIEBLER IVEY & CONNOR, Attn: Floyd
E. Ivey, 1141 N. Edison, Suite C, Kennewick, WA 99336

UBI Number: 601 151 882

Date: January 26, 1998



AME

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


RALPH MUNRO
Ralph Munro, Secretary of State
2-317393-3

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FILED

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SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT
OF
BENTON-FRANKLIN ELDER SERVICES

TO: Ralph Munro
Secretary of State
State of Washington

Articles of Amendment of the Articles of Incorporation of the Benton-Franklin Elder Services, a non-profit Washington corporation, are herein executed in duplicate by said corporation as follows:

I.

The name of the corporation is Benton-Franklin Elder Services.

II.

The amendment to the Articles of Incorporation adopted by said corporation are as follows:

II.

II.2. However, if the named recipient is not then in existence or is no longer exempt from federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

III.

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

III.

There are no members of said corporation having voting rights. A meeting of the Board of Directors of said corporation was held on the 6th day of May, 1982, at which meeting said amendments were adopted; said amendments received a vote of a majority of said directors in office.

BENTON-FRANKLIN ELDER SERVICES

By: Daniel L. McDevor
President

By: Kathleen Dodson
Secretary

STATE OF WASHINGTON)
: ss.
County of Franklin)

On this 6th day of MAY, 1982, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared DANIEL L. McDEVOR and _____, to me known to be the president and secretary, respectively, of Benton-Franklin Elder Services, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

Witness my hand and official seal hereto affixed the day and year first above written.

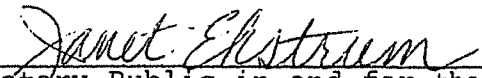
Gerald J. Roach
Notary Public in and for the State of
Washington, residing at PASCO

STATE OF WASHINGTON)
: ss.
County of Franklin)

On this 20th day of May, 1982, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Kathleen Dodson, to me known to be the secretary of Benton-Franklin Elder Services, the corporation that executed the foregoing instrument, and acknowledged that said instrument to be the free and voluntary act and deed of said corporation,

for the uses and purposes therein mentioned, and on oath stated that she is authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

Witness my hand and official seal hereto affixed the day and year first above written.



Notary Public in and for the State of
Washington, residing at Kennewick.

2-317393-3
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of BENTON FRANKLIN ELDER SERVICES

a domestic corporation of Richland, Washington,

Amending Articles

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

Filed at request of

Gerald F. Roach
Campbell, Johnston & Roach, P.S.
PO Box 609
Pasco WA 99301

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

July 12, 1982

Ralph Munro

RALPH MUNRO
SECRETARY OF STATE

Roll # 1636
PAGE 130-133



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JAN 4 1982

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
BENTON FRANKLIN ELDER SERVICES

The undersigned, in order to form a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby signs and certifies the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Benton Franklin Elder Services.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The initial registered office of the corporation is 902 Chestnut, Richland, Washington 99352, and the initial registered agent at such address is April Collett.

ARTICLE IV

Section 1. Purposes: To reach the elderly population in the community who are experiencing multiple problems such as social/emotional loss, physical limitations, cognitive and sensory impairment and who would benefit from contact with their peers or supportive professionals.

To help decrease their social isolation, whether due to physical losses (stroke damage, Parkinsonism, arthritis, etc.), depression from loss of spouse, home, decreasing functional ability, or from declining mental acuity.

To help maintain or return them to the highest level of role functioning as possible and to remain independent in their present living situation as long as possible.

To provide families, who are giving 24 hour supervision, the respite necessary to maintain them in their family homes.

To prevent premature institutionalization.

To do any and all acts and things incident to or necessary or proper to be done in carrying out the objectives and purposes of the corporation as set forth above. The corporation is formed exclusively for the promotion of activity within the meaning of Section 501(c)(3).

Section 2. Limitations:

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or member of the corporation, or any private individual.

2.2 No member, director 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 such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Directors to the Tri-Cities Chaplancy of Kennewick, Washington, a non profit religion corporation qualified for exemption under the provisions of Section 501(c)(3) of IRC.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to § 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under § 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by organization contributions to which are deductible under § 170(c)(2) of such Code as now stated, or as it may be hereafter amended.

Section 3. Powers: In general, and subject to such limitations and conditions as or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or are hereafter conferred by law upon a corporation organized for the purpose hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation.

ARTICLE V

1. The management of the corporation will be vested in a board of no less than 5 directors. The number, qualifications, terms of office, manner of election, time and place of meeting,

and powers and duties of directors shall be such as are prescribed by the Bylaws of the corporation.

2. The names and addresses of the directors who will first manage the affairs of the corporation until the first annual meeting of the membership, as provided in the Bylaws, and until their successors are elected and qualified, are:

Clarence Parker
115 Bartlett Rd.
Richland, WA
627-3606

Dan McIvor
2205 Camden
Richland, WA
946-8055

Kathleen Dodson
3108 W. Agate
Pasco, WA
545-4389

Kent Schaufelberger
211 S. Neel
Kennewick, WA
783-7242

Louise Marzyck
2526 Alexander Ct.
Richland, WA
375-0213

Cathy Morris
6712 W. Victoria
Kennewick, WA
783-2669

Frank McGree
c/o Goodwill
307 W. Columbia
Pasco, WA
547-7717

ARTICLE VI

The authority to make, alter, amend or repeal Bylaws is vested in the Board of Directors, and may be exercised at any regular or special meeting of the Board.

IN WITNESS WHEREOF, I have hereunto set my hand this
30th day of December, 1981.

Cathy Morris
CATHY MORRIS, INCORPORATOR

STATE OF WASHINGTON:

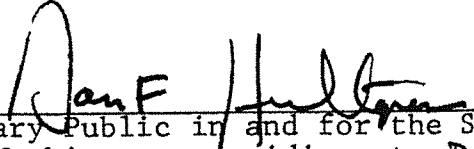
: ss
County of Franklin:

CATHY MORRIS being first duly sworn on oath deposes and says:

I am the incorporator of the above-named corporation; I have read the foregoing Articles of Incorporation of Benton Franklin Elder Services, know the contents thereof, and believe the same to be true.

Cathy Morris
457

SUBSCRIBED AND SWORN to before me this 30th day of
December, 1981.


Notary Public in and for the State
of Washington, residing at Pasco.

2-317393-3
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of BENTON FRANKLIN ELDER SERVICES
a domestic corporation of Richland, Washington,

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

Filed at request of _____
Mc Kinlay & Hultgrenn
P.O. Box 927
114 South Fifth St.
Pasco, WA 99301

Filing and recording fee \$ NON PROFIT
License to June 30, 19____ \$ _____
Excess pages @ 25c \$ _____

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

January 4, 1982

Microfilmed, Roll No. 1610

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