



# Kent International Festival

A Washington Non-profit Corporation

## ARTICLES OF INCORPORATION

### ARTICLE I NAME

#### 1.01 Name

The name of this corporation shall be Kent International Festival The business of the corporation may be conducted as Kent International Festival

### ARTICLE II DURATION

#### 2.01 Duration

The period of duration of the corporation is perpetual.

### ARTICLE III PURPOSE

#### 3.01 Purpose

Kent International Festival is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **The purpose of the Kent International Festival is to build a flourishing and inclusive community that fully embraces its diversity through celebrating its peoples' cultural heritage by organizing an annual festival and other related events.**

### ARTICLE IV NON-PROFIT NATURE

#### **4.01 Non-profit Nature**

Kent International Festival is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the assets and net earnings of Kent International Festival 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Kent International Festival of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Kent International Festival, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Kent International Festival hereunder shall be selected by the discretion of a majority of the managing body of the Kent International Festival and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Kent International Festival by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Washington.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

### **ARTICLE V** **BOARD OF DIRECTORS**

#### **5.01 Governance**

Kent International Festival shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be

Suzette Cooke

Nancy Skipton

Uriel Varela

Marian Gilda Swann

Janis Flagg

David Skipton

Dr. Jeffrey Perkins, Jr., PhD

### **ARTICLE VI** **MEMBERSHIP**

#### **6.01 Membership**

Kent International Festival shall have no voting members other than its board of directors. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE VII**  
**AMENDMENTS**

**7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of a majority vote of the board of directors.

**ARTICLE VIII**  
**ADDRESSES OF THE CORPORATION**

**8.01 Corporate Address**

The address of the corporation is:

Kent International Festival  
P.O. Box 6434  
Kent, WA 98064

The mailing address of the corporation is:

Kent International Festival  
P.O. Box 6434  
Kent, WA 98064

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

Nancy H Skipton 25512 151<sup>st</sup> Place S.E., Covington, WA 98042

**ARTICLE X**  
**INCORPORATOR**

The incorporator of the corporation is as follow:

Nancy H Skipton 25512 151<sup>st</sup> Place S.E., Covington, WA 98042

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Kent International Festival were approved by the board of directors on December, 06 2018 and constitute a complete copy of Articles of Incorporation of the Kent International Festival

S.E., Covington, WA 98042

\_\_\_\_ Signature

, WA 98032

\_\_\_\_ Signature

le WA, 98178

\_\_\_\_ Signature

S.E., Covington, WA 98042

\_\_\_\_ Signature

St. Kent WA 98031

\_\_\_\_ Signature

ent, WA 98042-5296

\_\_\_\_ Signature

erson Street Apt. 1705, Seattle, WA 98104

\_\_\_\_ Signature

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

\_\_\_\_ d agent for Kent International Festival as appointed herein.

Date: 12/6/2018