

**ARTICLES OF INCORPORATION  
FOR  
FOOTHILLS COMMUNITY ALLIANCE**

Pursuant to §24.03 RCW of the laws of the State of Washington, the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE 1

Name

This organization is known as the **FOOTHILLS COMMUNITY ALLIANCE** and shall herein be referred to as the “FCA” or the “Corporation.”

The FCA serves residents of the Columbia Valley area of Whatcom County, including the township of Kendall, State of Washington.

ARTICLE 2

Existence

This corporation shall exist until formal notice of dissolution is provided to the State of Washington, as authorized by the Board of Directors following the prescribed process by the State of Washington.

ARTICLE 3

Effective date

The effective date of this Corporation will be upon filing by the Secretary of State.

ARTICLE 4

Members

The corporation has no members.

## ARTICLE 5

### Purpose

**4.1. Purpose.** The purpose for which this Corporation is formed are exclusively charitable, scientific, or educational and consist of the following:

4.1.1 To identify and support community efforts to assist members of the Foothills community to improve the greater community and individual lives with a focus on underserved and unmet needs; and

4.1.2. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

**4.2. Powers.** In general, and subject to such limitations and conditions as are 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 hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

## ARTICLE 6

### Limitations

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of statements.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry

on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

#### ARTICLE 7

##### Registered Agent and Office

The street address of the initial registered office of the corporation is:  
2303 Moore Street, Bellingham, WA. 98229.

Tel: 360 933-1620, [info@foothillscommunityalliance.com](mailto:info@foothillscommunityalliance.com)

The name of the initial registered agent is:

[NAME]

#### ARTICLE 8

##### Principal Office

The corporation has no principal office at this time, other than the WFCN, but FCA may be reached at the post office address below:

Foothills Community Alliance

P.O. Box 159

Maple Falls, WA 98266

#### ARTICLE 9

##### Initial Directors

The management of this Corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this

Corporation; provided, that the initial directors shall be five (5) in number and their names and addresses are:

Lisa McOmber  
7845 Chisholm Trail  
Maple Falls, WA 98266

Kandi Camacho  
6284 Spruce Ct.  
Maple Falls, WA 98266

Rochelle Hollowell  
6272 Azure Way  
Maple Falls, WA 98266

Dawna Drum  
8542 Tilbury Rd.  
Maple Falls, WA 98266

The directors will be elected, maintained, and appointed in accordance with the corporation's bylaws.

#### ARTICLE 10

##### **Director Liability Limitations**

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or 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.

#### ARTICLE 11

##### **Indemnification**

11.1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a

person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

11.2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

11.3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

11.4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, 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 to effect

indemnification as provided in this Article.

11.5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

## ARTICLE 11

### Distributions Upon Dissolution

Upon any dissolution of this Corporation under provisions of the laws of the Internal Revenue Code and the State of Washington for 501(c)(3) tax exempt nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article 5. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

## ARTICLE 12

### Amendments

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of sixty percent (60%) of the directors present at a meeting of the Board of Directors.

## ARTILCE 13

### Bylaws

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. 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 of directors.

## ARTICLE 14

Incorporator

The name and address of the Incorporator is: Lisa

McOmber

PO Box 159  
Maple Falls, WA 98266

IN WITNESS WHEREOF, the undersigned has signed these Articles of  
Incorporation this            day of            ,

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Lisa McOmber

Date

[Name] consent to serve as registered agent in the State of Washington for Foothills  
Community Alliance. 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.

DATED this \_\_\_\_ day of \_\_\_\_ 2021.

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[Name]

[Address and phone]

Cover Letter  
LETTERHEAD

Washington Secretary of State  
Corporations Division  
801 Capitol Way S  
PO Box 40234  
Olympia, WA 98504  
T: 360-725-0377

Date: **March 12, 2021**

Subject: Filing Articles of Incorporation for the Foothills Community Alliance

Please find one original and one copy of the articles of incorporation and payment to file the articles of incorporation.

Please return proof of filing to:

Lisa McOmber  
PO Box 159  
Maple Falls, WA 98266  
[info@foothillscommunityalliance.com](mailto:info@foothillscommunityalliance.com)

If needed, you can contact me at the following phone number:  
360-933-1620 or email: [info@foothillscommunityalliance.com](mailto:info@foothillscommunityalliance.com)

Thank you.

Lisa McOmber  
FCA Interim Chair

Website: [h ttps://foothillscommunityalliance.com/](https://foothillscommunityalliance.com/)