

ARTICLES OF INCORPORATION
OF
COWLITZ VALLEY RUNNERS

The undersigned, acting as an incorporator under the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03) hereby adopts and executes the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is COWLITZ VALLEY RUNNERS.

ARTICLE II

DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which this corporation, a nonprofit charitable organization, is formed are:

1. To promote running locally as a sport and fitness exercise; and
2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE IV

POWERS

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article m which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

ARTICLE V

INFLUENCE LEGISLATION

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

REGISTERED OFFICE

The address of the initial registered office of this corporation is Civic Center Building, Third Floor, 1700 Hudson Street, Longview, Washington, and the name of its initial registered agent at such address is Michael A. Claxton. The written consent of such person to serve as registered agent is attached hereto.

ARTICLE VII

BOARD OF 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 By-Laws of this corporation; provided, that the initial directors shall be five (5) in number and their names and addresses are:

<u>Name</u>	<u>Address</u>
Tom Rozwod	3921 Ocean Beach Highway, #110 Longview, WA 98632
Dale Wernicke	1501 Tara Street Kelso, WA 98626
Richard Anderson	2420 McAtee Drive Longview, WA 98632

Name

Address

Cathy Slater

134 Willowbrook Road
Kelso, WA 98626

Keli Davenport

1505 - 33rd Avenue
Longview, WA 98632

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to make, alter, amend or repeal the By-Laws of this corporation and members shall have the power to alter, amend or repeal such By-Laws only as provided therein.

ARTICLE IX

LIMITATIONS

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE X

TRANSACTIONS INVOLVING DIRECTORS

1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

2. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions or the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE XI

DISTRIBUTIONS UPON DISSOLUTION

Upon any dissolution of this corporation under provisions of the laws of the State of Washington for 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 III. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

ARTICLE XII

PRIVATE FOUNDATION

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues the following provisions shall apply in the management of its affairs:

a. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;

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b. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

c. The corporation shall not sell, exchange, distribute or otherwise dispose of any "excess business holdings" (as defined in Section 49453(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

d. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.

e. The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

ARTICLE XIII

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 a majority of the members present at a meeting of the members.

ARTICLE XIV

MEMBERS

This corporation shall have one (1) class of members as defined in the By-Laws.

ARTICLE XV

INCORPORATOR

The name and address of the incorporator are:

Name

Address

Michael A. Claxton

Civic Center Building, Third Floor
1700 Hudson Street
Longview, WA 98632

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ARTICLE XVI

A director, officer or member shall have no liability to the corporation or its members for monetary damages for conduct as a director, officer or member, except for acts or omissions that involve intentional misconduct by a director, officer or member, or a knowing violation of the law by the director, officer or member, or for any transaction from which the director, officer or member will personally receive a benefit in money, property, or services to which the director, officer or member is not legally entitled. Any repeal or modification of this Article shall not adversely affect any right or protection of a director, officer or member of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director, officer or member occurring prior to such repeal or modification.

ARTICLE XVII

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 is or was director, officer or member of the corporation or, while a director, officer or member, he 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 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 expenses, 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, officer, employee or agent and shall inure to the benefit of his heirs, executors and administrators; provided, however, that except as provided in Paragraph 2 of this Article with respect to proceedings seeking 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 Paragraph 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, officer or member is not entitled to be indemnified under this Paragraph 1 or otherwise.

2. Right of Claimant to Bring Suit. If a claim under Paragraph 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 claims and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expenses 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) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to 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) 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.

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 Article of Incorporation, By-Laws, agreement, vote of members or disinterested directors or otherwise.

4. Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, member, 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 person against such expense, liability or loss under the statutes of the State of Washington. The corporation may, without further member action, enter into contracts with any director, officer or member 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.

DATED: November _____, 2008.

MICHAEL A. CLAXTON, Incorporator
Civic Center Building, Third Floor
1700 Hudson Street
Longview, WA 98632

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, MICHAEL A. CLAXTON, hereby consent to serve as registered agent, in the State of Washington, for the COWLITZ VALLEY RUNNERS. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to

immediately notify of the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED: November _____, 2008.

MICHAEL A. CLAXTON, Registered Agent