

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**ARTICLES OF INCORPORATION**

to

**CHELAN DOUGLAS REGIONAL PORT AUTHORITY**

A WA NONPROFIT CORPORATION, effective on the date indicated below.

Effective Date: 06/25/2019

UBI Number: 604 457 374



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

Handwritten signature of Kim Wyman in black ink.

Kim Wyman, Secretary of State

Date Issued: 06/25/2019

**ARTICLES OF INCORPORATION  
OF  
CHELAN DOUGLAS REGIONAL PORT AUTHORITY**

The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Non-Profit Washington Business Corporation Act, RCW 24.03.

**ARTICLE I.  
Name**

The name of the corporation is CHELAN DOUGLAS REGIONAL PORT AUTHORITY.

**ARTICLE II.  
Purposes**

The purposes for which the corporation is organized are as follows:

**2.1** To functionally consolidate the operations and activities of the Port of Chelan County, the Port of Douglas County, and Pangborn Memorial Airport consistent with the Interlocal Cooperation Agreement entered into by the Port of Chelan County and the Port of Douglas County on June 11, 2019 ("Interlocal Agreement"); and

**2.2** To engage and carry on any lawful business or activity which may be, in the judgment of the Board of Directors, at any time, necessary or useful or advantageous to this corporation, subject to the terms and conditions of the Interlocal Agreement.

**ARTICLE III.  
Limitation of Directors' Liability**

A director shall have no liability to the corporation or its members 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 the director, or for conduct violating RCW 24.03, 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. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

**ARTICLE IV.  
Indemnification**

The corporation shall indemnify its directors against all liability, damage or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

**ARTICLE V.  
Registered Office & Agent**

The name of the Registered Agent of the corporation is Monica Lough, Director of Finance and Administration for the Port of Chelan County. The street address of the Registered Office, which is also the address of the Registered Agent is as follows:

Monica Lough  
Director of Finance and Administration  
Port of Chelan County  
238 Olds Station Road, Suite A  
Wenatchee, WA 98801

**ARTICLE VI.  
Members**

There will be no shareholders in this corporation. Rather, the corporation shall have members as determined by the bylaws and the Interlocal Agreement. Each Member shall have one vote in the affairs of the corporation as appropriate, and such vote shall represent the vote of the Board of Commissioners of the Member port district.

**ARTICLE VII.  
Directors**

The number, qualifications, terms of office, manner of selection, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws and the Interlocal Agreement, but the number of directors constituting the Board of Directors shall be six (6), representing the three elected commissioners from each Member port district.

The name and address of the persons who are to serve as the initial directors are:

1. JC Baldwin, Commissioner, Port of Chelan County, 238 Olds Station Road, Suite A, Wenatchee, WA 98801
2. Donn Etherington, Commissioner, Port of Chelan County, 238 Olds Station Road, Suite A, Wenatchee, WA 98801
3. Rory Turner, Commissioner, Port of Chelan County, 238 Olds Station Road, Suite A, Wenatchee, WA 98801
4. Jim Huffman, Commissioner, Port of Douglas County, One Campbell Parkway, Suite D, East Wenatchee, WA 98802
5. Mark Spurgeon, Commissioner, Port of Douglas County, One Campbell Parkway, Suite D, East Wenatchee, WA 98802
6. Alan Loeb sack, Commissioner, Port of Douglas County, One Campbell Parkway, Suite D, East Wenatchee, WA 98802

**ARTICLE VIII.**  
**Amendment of Bylaws & Articles**

8.1 The board of directors shall have full power to adopt, alter, amend, or repeal the Bylaws or adopt new bylaws, subject to the terms and conditions of the Interlocal Agreement; provided, however, that no adoption, alteration, amendment or repeal of any Bylaws shall be effective unless such action also receives the unanimous approval of the Members.

8.2 This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation by a unanimous approval of each Member hereto. All rights of Members of this corporation are granted subject to this reservation.

**ARTICLE IX.**  
**Distribution of Assets Upon Liquidation or Dissolution**

Upon dissolution of the Association, any net assets of the Association are to be distributed to the Members consistent with the Interlocal Agreement.

**ARTICLE X.**  
**Perpetual Existence**

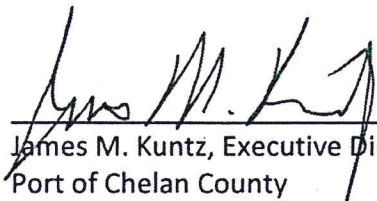
This Association shall have a perpetual existence.

**ARTICLE XI.**  
**Incorporator**

The name and address of the Incorporator is:

James M. Kuntz  
Executive Director  
Port of Chelan County  
238 Olds Station Road, Suite A  
Wenatchee, WA 98801

IN WITNESS WHEREOF, the Incorporator has affixed his signature below on this 18<sup>th</sup> day of June, 2019.

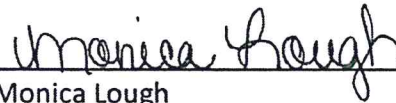
  
\_\_\_\_\_  
James M. Kuntz, Executive Director  
Port of Chelan County  
Incorporator

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

Monica Lough, Director of Finance and Administration for the Port of Chelan County hereby consents to serve as Registered Agent, in the state of Washington, for the corporation herein named. Monica Lough understands that as agent for the corporation, it will be Monica Lough's responsibility to accept Service of Process in the name of the corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of the Secretary of State in the event of its resignation or of any change in the Registered Office address of the corporation for which it is agent.

Dated this 18<sup>th</sup> day of June, 2019.

PORT OF CHELAN COUNTY



Monica Lough  
Director of Finance and Administration  
238 Olds Station Road, Suite A  
Wenatchee, WA 98801