

**Articles of Incorporation
of
NCL Athletics Inc. (dba North County Lacrosse)**

The undersigned executes these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington.

- 1. Name.** The name of the corporation is NCL Athletics, Inc (dba North County Lacrosse).
- 2. Duration.** The duration of the corporation shall be perpetual.
- 3. Purposes.** The Corporation is organized exclusively for charitable and educational purposes, fostering amateur sports competition and supporting and developing amateur athletes for that competition and making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any and all future federal tax codes.

4. Limitations

4.1. Nonprofit Status The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 4.2 and 4.3 of these Articles of Incorporation.

4.2. Distributions; Dissolution Distributions of Assets. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed or shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

that then qualifies for exemption under the provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Superior Court of Whatcom County, Washington, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those detailed in Article 3 of these Articles of Incorporation, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes.

4.3. Prohibited Activity

4.3.1. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

4.3.2. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

4.3.3. The corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

4.3.4. The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the corporation to tax under Section 4943 of the Code, from making any investments that would subject the

corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

5. Powers. In general, and subject to any limitations and conditions that are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to engage in any activities that are incidental or conducive to achieving the purposes of the corporation as detailed in Section 3, and exercise any powers authorized or permitted under any laws that are now, or later may be, applicable or available to the corporation.

6. Directors

6.1. Number. The number of Directors of the corporation shall be determined in the manner provided by the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided by the Bylaws.

6.2. Initial Directors. There shall be six Directors on the initial Board of Directors. The names and addresses of the persons who are to serve as the initial Directors are:

Tim Mumford
7334 Wiser Ridge
Lynden, WA
98264

Andrea Bird
301 Jackson St
Nooksack, WA
98276

Nura Heard
2682 Hampton Rd
Everson, WA
98247

Marie Storms
265 E Axton Rd
Bellingham, WA
98226

Patty Clayton
7516 Nooksack Rd
Everson, WA
98276

Patricia Chamness
564 W Badger Rd
Lynden, WA
98264

7. No Members. The corporation shall have no members.

8. Limitation of Director Liability. A Director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for conduct as a

Director, except for:

- 8.1.** Acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director;
- 8.2.** Conduct violating RCW 23B.08.310 (which involves certain distributions by the corporation);
- 8.3.** 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 amendments to repeal this Article 8 shall not adversely affect any right or protection of a Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Washington Nonprofit Corporation Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended, without any requirement of further action by the corporation.

- 9.** Registered office and registered agent. Patricia Chamness will act as the initial registered agent, and the initial registered office of the corporation is 564 W Badger Road, Lynden, WA 98264
- 10.** Amendments. The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or later permitted by law.
- 11.** Incorporator. The name and address of the incorporator of the corporation is Patricia Chamness, 564 W Badger Road, Lynden, WA 98264.

DATED: September 1, 2015

Patricia Chamness, Incorporator

Consent to Appointment as Registered Agent

I, Patricia Chamness, hereby consent to serve as registered agent in the State of Washington for North County Lacrosse, a Washington non-profit corporation. 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(s) of the corporation, and to immediately notify 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: September 1, 2015

Patricia Chamness
564 W Badger Road
Lynden, WA 98264