

**ARTICLES OF INCORPORATION  
OF  
[CORPORATION NAME]**

**RCW 23B**

These Articles of Incorporation are submitted for filing for the purpose of creating and organizing a business corporation pursuant to the applicable provisions of the Washington Uniform Business Organizations Code (the "**UBOC**") and the Washington Business Corporation Act (the "**WBCA**").

**Article 1  
Business Name**

The name of the corporation is [CORPORATION NAME] (the "**Corporation**") [and its Unified Business Identifier (UBI) Number is [NUMBER]]. [This name was previously reserved with the Washington Secretary of State under Reservation Number [NUMBER].]

**[Article 2  
Period of Duration**

The Corporation shall [have a perpetual duration/have a duration of [NUMBER OF YEARS]/expire on [DATE OF TERMINATION].]

**[Article 3  
Effective Date**

The effective date of incorporation of the Corporation shall be [upon filing by the Office of the Secretary of State/SPECIFIC DATE [AND TIME]].]

**[Article 4  
Purpose**

The Corporation is organized for the purposes of engaging in any and all lawful business for which a corporation may be incorporated under Title 23B of the WBCA, now or hereafter in force.]

**Article 5  
Authorized Shares**

The Corporation is authorized to issue a total of [one/NUMBER] share[s] of common stock [with a par value of \$[0.01/[DOLLAR AMOUNT]] per share/with no par value] ("**Common Stock**").] Except as otherwise provided in accordance with these Articles of Incorporation, the Common Stock shall have unlimited voting rights, with each share being entitled to one vote, and the rights to receive the net assets of the Corporation upon dissolution, with each share participating on a pro rata basis.

[The Corporation is authorized to issue a total of [NUMBER] shares of [DISTINGUISHING DESIGNATION FOR CLASS OF SHARES] [with a par value of \$[0.01/[DOLLAR AMOUNT]] per share/with no par value]. [DESCRIPTION OF PREFERENCES, LIMITATIONS, VOTING POWERS, AND RELATIVE RIGHTS OF EACH CLASS.]

[The Corporation's Board of Directors is authorized, without shareholder action, to establish [additional] classes or series of shares of the Corporation's stock[, and in whole or part, to set

forth the designation of any such class or series, and determine the relative preferences, limitations, voting powers, and relative rights of any such class or series].]

#### **[Article 6 Preemptive Rights**

The Corporation elects to have preemptive rights.]

#### **[Article 7 Cumulative Voting**

All [shareholders/[DESIGNATED SHAREHOLDER VOTING GROUP OR GROUPS]] are entitled to cumulate their votes for directors.]

#### **[Article 8 Staggered Terms of Office**

[The Board of Directors shall be divided into [two/three] classes and hold office for a term of [two/three] years. The initial directors shall be elected so that the term of the first class expires at the first annual shareholders' meeting[, /and] the term of the second class expires at the second annual shareholders' meeting[ and the term of the third class expires at the third annual shareholders' meeting]. At each annual shareholders' meeting thereafter, directors shall be elected for a term of [two/three] years to succeed those directors whose terms are expiring. [At least three directors shall be elected at each annual shareholders' meeting.]]

#### **[Article 9 Initial Directors**

The initial director[s] are:

[DIRECTOR NAME], [ADDRESS]  
[DIRECTOR NAME], [ADDRESS]  
[DIRECTOR NAME], [ADDRESS]]

#### **[Article 10 Additional Provisions**

[ADDITIONAL PROVISIONS]]

#### **Article 11 Registered Agent**

[NAME], a **Commercial Registered Agent**, is the initial registered agent for the Corporation and is an [entity/individual] registered with the Office of the Washington Secretary of State, which has the agent's address on record with that office.

**OR**

[NAME], a **noncommercial registered agent**, is the initial registered agent for the Corporation and is an [entity/individual]. The registered agent's physical address[, which is the same as its mailing address,] and its contact information is:

[STREET ADDRESS]  
[PHONE]  
[EMAIL]

[The registered agent's mailing address is [the same as its physical address/[MAILING ADDRESS].]

**OR**

The **[TITLE OF OFFICE OR POSITION]** [of/for] the Corporation will serve as the Corporation's registered agent. The registered agent's physical address[, which is the same as its mailing address,] and its contact information is:

[STREET ADDRESS]

[PHONE]

[EMAIL]

[The registered agent's mailing address is [the same as its physical address/[MAILING ADDRESS].]

**CONSENT TO SERVE AS REGISTERED AGENT:**

I consent to serve as Registered Agent in the State of Washington for the above-named Corporation. I understand it will be my responsibility to:

(a) accept service of process, notices, and demand on behalf of the Corporation;

(b) forward mail to the Corporation; and

(c) immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Date: \_\_\_\_\_

\_\_\_\_\_  
[NAME], Registered Agent

**Article 12  
Incorporator Information**

I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

Date: \_\_\_\_\_

\_\_\_\_\_  
[NAME], [TITLE]  
[ADDRESS]

**RETURN ADDRESS FOR THIS FILING:**

This address will be sent document(s) regarding this specific filing in addition to documents(s) being sent to the Registered Agent's address.

Attention to:

[NAME]  
[ADDRESS]  
[CITY, STATE, ZIP]  
[EMAIL ADDRESS]