

ARTICLES OF INCORPORATION

WASHINGTON FAMILY ACTION

The undersigned, for the purpose of forming a Corporation under the laws of the State of Washington, specifically under the Washington Nonprofit Corporations Act chapter 24.03 of the Revised Code of Washington, hereby adopts the following Articles of Incorporation.

ARTICLE I – Entity Name and Type

The name of the Corporation shall be the Washington Family Action, a Washington nonprofit corporation (hereinafter “Corporation”).

ARTICLE II - Duration

The term of existence of the Corporation shall be perpetual.

ARTICLE III - Purpose

The purposes for which the Corporation is organized exclusively for education and the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (the “Code”), as amended, and are as follows:

- 1) To support, encourage, and promote the fundamental principles and traditional institutions of individual liberty, religious liberty, private property rights, productive free enterprise, and Judeo-Christian values and responsible citizenship, responsible and limited representative government, and fair and accountable budgeting and taxation. This will specifically include lobbying for or against, attempting to influence, and introducing specific legislation.
- 2) To communicate and disseminate information and encourage community involvement through regular alerts, phone calls, briefings, public speaking, summits, exhibits, attendance at hearings, Internet websites, signature gathering, printed materials, and media. This will specifically include a non-partisan voter guide compiled and published in accordance with applicable federal and Washington State law and regulation.
- 3) To engage in any and all other lawful activities and to exercise all rights and powers conferred under the laws of the State of Washington upon non-profit corporations, including but not being limited, the right and power to receive gifts, bequests and contributions in any form, real or personal, and to use, apply, hold, sell, invest, and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

ARTICLE IV – Restrictions and Limitations

Notwithstanding the foregoing or anything to the contrary herein, the Corporation may not:

- 1) Engage in any activity or take any action prohibited by the applicable provisions of the Revised Code of Washington.
- 2) Pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers. However, the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, provided such compensation and benefits are reasonable.
- 3) Make loans to the Corporation's directors.
- 4) Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation.
- 5) Conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(4) of the Internal Revenue Code and its regulations.
- 6) Serve any private interest except if clearly incidental to the promotion of social welfare by the Corporation.
- 7) Allow any of the Corporation's net earning to inure to the benefit of, or be distributable to any director, officer, member, trustee, or the member, if any of the Corporation, or any private individual, except that the corporation shall be authorized and rendered to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- 8) Directly or indirectly participate or intervene in, to more than an insubstantial degree (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office, except as allowed by Internal Revenue Code and its regulations.
- 9) Make distributions at such time and in such manner as to subject it to tax under Section 4942 of the Code.
- 10) Engage in any act of self-dealing, which would be subject to tax under Section 4941 of the Code.
- 11) Retain any excess business holdings, which would subject it to tax under Section 4943 of the Code.

- L. Make any investments, which would subject it to tax under Section 4944 of the Code.
- M. Make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

ARTICLE V – Registered Agent and Registered Office

The Registered Agent is an individual resident of the state of Washington whose name is Matthew Thomas Shea.

The street address of the Registered Office which is also the business address of the initial Registered Agent and the initial registered office is:

905 W. Riverside Ave.
Suite 304
Spokane, WA 99201.

ARTICLE VI – Governing Authority

Management of the affairs of the Corporation is to be vested in its board of directors. The number of initial directors shall be six (6). The number of directors shall be set by the bylaws of the Corporation as may be amended from time to time, provided that the number of directors may never be less than three (3). The names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are:

Matthew Shea	17828 E. Elliott Rd. Mead, WA 99021
Glenn Dobbs	22820 E. Clearwater Lane Liberty Lake, WA 99016
Jim Robinson	7721 N. Campbell Otis Orchards, WA 99027
Alexander Kaprian	1716 W. 27 th Spokane, WA 99224
Brad Benson	8028 N. Pamela Spokane, WA 99208
Derek Cutlip	12217 E. 38 th Spokane Valley, WA 99206

ARTICLE VII – Organizational Structure and Voting

The Corporation will have members. Other than the Board of Directors, there shall be no voting members of the Washington Family Action. Each member of the Board of Directors shall have one (1) vote.

Article VIII - Indemnification

To the full extent permitted by the applicable provisions of Chapter 23B.08 of the Revised Code of Washington and other applicable law, the Corporation shall advance expenses to and indemnify any present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

Article IX - Contracts or Transactions with Interested Directors, Officers, and Members

This provision applies only to a contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and an entity or other organization in which one or more of the Corporation's directors or officers is a managerial official or has a financial interest.

An otherwise valid contract or transaction is valid notwithstanding that a director, officer, or member of the Corporation is present at or participates in the meeting of the board of directors, of a committee of the board, or of the members that authorizes the contract or transaction, or votes to authorize the contract or transaction, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by (a) the Corporation's board of directors, a committee of the board of directors, or the members, and the board, the committee, or the members in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of the majority of the disinterested directors, committee members or members, regardless of whether the disinterested directors, committee members or members constitute a quorum; or (b) the members entitled to vote on the authorization of the contract or transaction, and the contract or transaction is specifically approved in good faith and with ordinary care by a vote of the members; or (2) the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the board of directors, a committee of the board of directors, or the members. Common or interested directors or members of a Corporation may be included in determining the presence of a quorum at a meeting of the board, a committee of the board, or members that authorizes the contract or transaction.

Article X - Dissolution

After all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the remaining assets of the Corporation shall be applied and distributed to a nonprofit fund, foundation or corporation which is organized and operated for substantially the same purposes as this Corporation, and which qualifies under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provisions of any amendments thereto or of any subsequent federal tax laws, as the Board of Directors shall determine.

Article XI - Effective Date of Filing

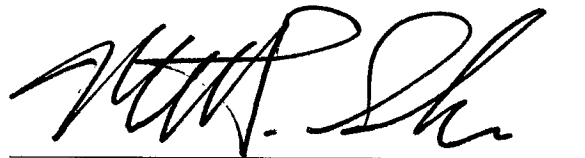
This certificate of formation becomes effective when the document is filed by the Secretary of State for the State of Washington.

Article XII - Incorporator

The name and address of the incorporator is:

Matthew Thomas Shea
C/o Washington Family Action
905 W. Riverside Ave.
Suite 304
Spokane, WA 99201.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation, in duplicate, and certified to the truth of the facts herein stated this 19TH day of March, 2007.

A handwritten signature in black ink, appearing to read 'Matthew T. Shea', is written over a horizontal line.

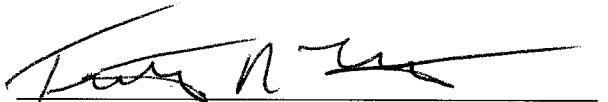
MATTHEW T. SHEA

STATE OF WASHINGTON)
) ss.
County of Spokane)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Washington, certify that MATTHEW T. SHEA, being the incorporator referred to in the foregoing Articles of, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 19th day of March, 2007.




NOTARY PUBLIC in and for the State of
Washington, residing at Spokane
My Commission Expires: June 15, 2008

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, MATTHEW T. SHEA, hereby consent to serve as Registered Agent, in the State of Washington, for the WASHINGTON FAMILY ACTION. I understand that as Agent for the Corporation, it will be my responsibility to receive Service of Process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the Corporation for which I am Agent.

DATED this 19TH day of March, 2007.

A handwritten signature of Matthew T. Shea in black ink.

MATTHEW T. SHEA

Address of Registered Office:

905 W. Riverside Ave.
Suite 304
Spokane, WA 99201.