

UNITED STATES OF AMERICA

# The State of Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF EXISTENCE/AUTHORIZATION**  
**OF**  
**ROTALIA FOUNDATION**

**I FURTHER CERTIFY** that the records on file in this office show that the above named nonprofit corporation was formed under the laws of the State of Washington and was issued a Certificate of Incorporation in Washington on December 30, 1982.

**I FURTHER CERTIFY** that as of the date of this certificate, no Articles of Dissolution have been filed, and that the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: March 8, 2005



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

Sam Reed, Secretary of State

2-328136-3  
FILE NUMBER



DOMESTIC

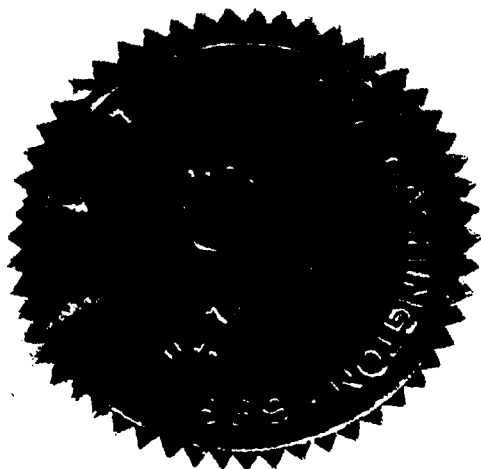
## STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

### ARTICLES OF INCORPORATION

of ROTALIA FOUNDATION  
a domestic corporation of Mercer Island, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 30, 1982

**RALPH MUNRO**  
SECRETARY OF STATE



FILED

DEC 30 1982

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the non profit laws of the state of Washington, (RCW24.03) states the following:

ARTICLE I

The name of the corporation shall be Rotalia Foundation

ARTICLE II

The term of existence shall be Perpetual

ARTICLE III

The purposes for which the corporation is organized are as follows

See Article III Attached

ARTICLE IV

The name of the registered agent of the corporation is Mart Kask.

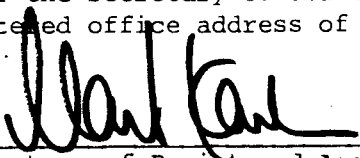
The registered office address, which is also the address of the registered agent, is 8 Lindley Road, Mercer Island, Washington 98040.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Mart Kask, hereby consent to serve as registered agent, in the state of Washington, for the corporation herein named. 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.

December 28, 1982

(Dated)

  
(Signature of Registered Agent)

ARTICLE V

There shall be 8 directors serving as the initial Board of directors. Their names and addresses are as follows:

See Article V Attached



ARTICLES OF INCORPORATION  
OF

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ARTICLE VI

In the event of the dissolution of the corporation, the net assets are to be distributed as follows: See Article VI Attached

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ARTICLE VII

The name and address of each incorporator is as follows:

*Mart Kask*  
(signature of incorporator)

Mart Kask

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8 Lindley Road

(address)

Mercer Island, Washington 98040

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ARTICLE III: The purposes for which this corporation is organized are as follows:

- A. To provide scholarships in the pursuit of higher learning.
- B. To make and publish research and studies; to preserve and enhance the Estonian cultural heritage; and using this material for displays, demonstrations, and instruction in Estonian heritage traditions; to enrich the cultural lives of the people of the Estonian heritage and descent.
- C. To purchase, lease, receive by gift, legacy, bequest, or otherwise, real or personal property wheresoever situate, and to sell, lease, mortgage, or otherwise dispose of the same in any lawful manner that may be useful or calculated to further the purposes and efforts for which this corporation is organized and established.
- D. To govern itself by such bylaws, rules and regulations as the directors by majority vote may deem proper and best for the welfare and good order of the corporation and its members, provided that the same may be amended by a two-thirds vote of the members present at a regular meeting duly called for that purpose in accordance with the provisions of the bylaws.
- E. To borrow money and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by a mortgage, pledge, or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.
- F. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes, or any part or parts thereof; provided, the same be not inconsistent with the laws under which this corporation is organized.
- G. To engage in any lawful act or activity for which corporations may be organized under the Non-Profit Laws RCW-24.03 of the State of Washington and under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The corporation is organized exclusively for educational purposes,

including, for the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

H. To do any other act authorized by law.

ARTICLE V:

Kenneth M. Gorshkow  
2431-5th Avenue West  
Seattle, Washington 98119

Aavo Kalviste  
1407 N.W. 191st Street  
Seattle, Washington 98177

Uve Kapsi  
11045 Alton Avenue, N.E.  
Seattle, Washington 98125

Vello Karuks  
14840-119th Place, N.E.  
Kirkland, Washington 98033

Mart Kask  
8 Lindley Road  
Mercer Island, Washington 98040

Lembit Kosenkranius  
4105-131st Avenue, S.E.  
Bellevue, Washington 98004

Enn Raidna  
712 North 73rd Street  
Seattle, Washington 98103

Gerhard Treuberg  
4907 Meridian North  
Seattle, Washington 98103

ARTICLE VI:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an

exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII:

The membership of the corporation shall consist of individuals, partnerships, corporations and persons interested in the preservation and enhancement of Estonian culture and heritage through education and research.

#### ARTICLE IX:

The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in the By-laws, but in no case shall the number be less than three. The directors must be members of the corporation. The board of directors shall be elected as the By-laws may provide and shall hold office until their successors are respectively elected and qualified. The By-laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-laws of the corporation, shall have and may exercise all the powers of the board of directors in the management of the activities of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors. This corporation may in its By-laws confer powers upon its board of directors in addition to the foregoing.

#### ARTICLE X:

The officers of this corporation shall be the president, vice-president, secretary, and treasurer, who shall be elected by the Board of Directors, unless otherwise provided in the bylaws, for a term of two years provided that, in the event that an office is vacated or an officer fails to carry out his or her duties, the Board of Directors shall have the power to declare the office vacant and to refill such vacancy until the next regular election.

to carry out his or her duties, the Board of Directors shall have the power to declare the office vacant and to refill such vacancy until the next regular election.

ARTICLE XI:

No part of the net earnings of the corporation shall incurr to the benefit of, or be distributable to, its members, directors or officers. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII:

WHEREAS, the Rotalia Foundation, a voluntary association in the State of Washington at a regular business meeting held at 8 Lindley Road, Mercer Island, Washington, on the 7th day of December, 1982, did by motion duly adopted, authorize Mart Kask, 8 Lindley Road, Mercer Island, Washington, to draw up Articles of Incorporation and proceed with such incorporation; and

WHEREAS, I the undersigned, have been delegated and authorized to complete the incorporation of said voluntary association under the Non-Prof Corporation Laws, RCW 24.03, of the State of Washington.

Now, THEREFORE, I, the undersigned, being the incorporator herebefore named, for the purpose of forming a corporation pursuant to the Non-Profit Corporation Law RCW 24.03 of State of Washington hereby declare and certify that the facts herein stated are true, and accordingly have hereunto set my hand this twenty eighth day of December, 1982.

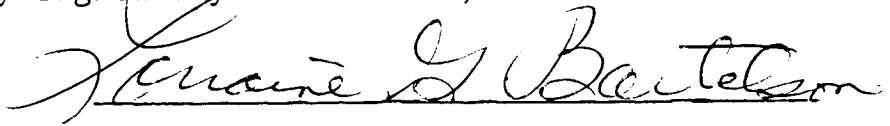
  
\_\_\_\_\_  
Mart Kask  
Incorporator



STATE OF WASHINGTON  
County of King

On this day personally appeared before me Mart Kask, to me known to be the individual described in and who executed the within and foregoing instrument and acknowledged to me that he signed the same as his free and voluntary act and did for the purposes therein mentioned.

Given under my hand and official seal this  
twenty eighth day of December, 1982

A handwritten signature in cursive script, reading "Elaine G. Bartelsson", written in dark ink. The signature is fluid and connected, with a long horizontal line extending from the end of the name.

Notary of Public in and for the State of Washington, residing at  
Kirkland.



Secretary of State  
OLYMPIA, WASHINGTON 98504

CONSENT TO SERVE AS REGISTERED AGENT

I, Mart Kask, hereby consent to serve as  
Registered Agent, in the state of Washington, for the following corporation,

Rotalia Foundation

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 changes in the registered office address of the corporation for which I am agent.

December 28, 1982  
(date)

(signature of agent)

8 Lindley Road

(registered office address)

Mercer Island,

Washington 98040