

## **ARTICLES OF INCORPORATION OF MAGIC (Macintosh Appreciation Group of Island County)**

The following incorporator, who is a citizen of the United States, desiring to form a Non-Profit Corporation pursuant to the Washington Non-Profit Corporation Act (RCW 24.03 et. seq.) (the "Washington Non-Profit Corporation Act"), hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the corporation is: MAGIC (Macintosh Appreciation Group of Island County).

Article 2. Term. The term of existence of the corporation is perpetual.

Article 3. Effective Date. The effective date of incorporation shall be upon filing of these Articles of Incorporation with the Secretary of State of the State of Washington.

Article 4. Purposes. The corporation is organized exclusively for charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or any successor section as amended from time to time, or the corresponding section of any future federal tax code as amended from time to time (the "Code"), which further promote the growth in knowledge of personal computers (in particular, the Apple Macintosh computer), and their myriad of uses for the betterment of the human condition.

(a) To serve people who use Macintosh computers, software and peripherals through regularly scheduled meetings and educational and workshop offerings.

(b) To discuss computer problems and share ideas with other Mac users, feature speakers on specific topics, and update Mac users on Apple news.

(c) To share information and provide answers to questions and solutions to problems through a member mentoring program.

(d) To make Mac users more productive with the use of technology through classes, workshops and other educational offerings.

(e) To receive and to administer gifts and grants of money and property of every kind for carrying out the purposes of the corporation.

Article 5. Dissolution. This corporation may be dissolved only as provided in the Washington Nonprofit Corporation Act and the Bylaws. Upon dissolution of the corporation, its remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, to one or more nonprofit entities which are organized and operated exclusively for charitable, scientific, religious and/or educational purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to a federal, state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 said court shall determine, which are organized and operated exclusively for such purposes.

Article 6. Registered Agent. The Registered Agent of the corporation, who is a person over the age of 18 and who is a resident of the State of Washington, is Mary W. Farmer. The address of the Registered Agent and the P.O. Box number which may be used in conjunction with the Registered Agent are:

1635 East Main Street  
Freeland, WA 98249

PO Box 1221  
Freeland, WA 98249

Article 7. Limitations on Activities. All of the purposes and powers of the Corporation shall be

exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code.

(a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code. The Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The property of the corporation shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property.

(c) The organization specifically opposes the unethical or illegal usage of computer equipment or software. No assets of the organization, neither time nor funds, will be devoted in any way to furthering such activities. 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 Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(d) The corporation shall not discriminate against any person on the basis of age, race, sex, national origin, religion, ethnic background or disability.

(e) Any and all items of equipment purchased with organization funds, or donated to the organization, will be used exclusively for organization activities to the benefit of all members.

Article 8. Initial Board of Directors. The initial Board of Directors shall consist of three directors, the number may be increased or decreased from time to time as set forth in the Bylaws. The names and addresses of the initial members of the Board are as follows:

Nancy Ruff, 6740 Viewmont Dr., Box 1123, Clinton, WA 98236  
Brian Sandilands, 7763 Summit View Lane, Clinton, WA 98236  
Daryl Thomas, 5045 S. Cedar Acres Lane, Langley, WA 98260

Article 9. Indemnification of Officers and Directors. The officers and directors of the Corporation shall be insulated from liability to the fullest extent allowed by RCW 4.24.264. At the discretion of the Board of Directors of the Corporation, the Corporation may indemnify any individual made a party to a proceeding because that individual is or was a director of the corporation and may advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, in the manner and to the extent provided in RCW 23B.08.500 through 23B.08.600, as existing now or hereafter amended.

Article 10. Amendment. These Articles of Incorporation may be amended in whole or in part in any manner now or hereafter permitted by the Washington Non-Profit Corporation Act, subject to the limitations expressed elsewhere in these Articles or in the Bylaws of the corporation not inconsistent with the law.

Article 11. Incorporator. The name and address of the incorporator is: Nancy R. Ruff, 6740 Viewmont Drive, P.O. Box 1123, Clinton WA 98236

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

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

\_\_\_\_\_  
Nancy R. Ruff

Registered Agent Consent:

I hereby consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

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

\_\_\_\_\_  
Mary W. Farmer

11/20/02