

Articles of Incorporation (Nonprofit Corporation)

Article 1: The name of the corporation is: Washington State Chapter of NIGP (National Institute of Governmental Purchasing).

Article 2: The period of existence shall be perpetual.

Article 3: This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986:

- To promote, among member agencies and the public purchasing and materials management profession in general, the ethical, efficient, and cost-effective acquisition and administration of goods and services required for the conduct of public business;
- To provide educational programs, products, and services for public purchasing and materials management personnel;
- To enable and encourage public purchasing and materials management personnel to exchange useful information concerning policies, practices, procedures, products, and services of common interest;
- To otherwise facilitate the conduct of purchasing and materials management activities by government and other public agencies;
- To assist other charitable and educational organizations in the conduct of similar activities;
- To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Article 4: At all times:

(a) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.

(b) Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in this document to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

Article 5:

(a) The principal office is located in Olympia, Washington. The address of the principal office is 3902 Brigadoon Dr. SE, Olympia, WA 98501.

(b) The name of the registered agent is David A. Davis.

(c) The address of the registered agent is 3902 Brigadoon Dr. SE, Olympia, WA 98501.

Article 6: The number of directors shall be fixed by bylaw, but shall not be less than three. The initial directors are:

(a) David A. Davis, President, 3902 Brigadoon Dr. SE, Olympia, WA 98501

(b) Nelson Park, Recording Secretary, 10627 SE 18 Street, Bellevue WA 98004

(c) Amy Pierce, Treasurer, 4256 144th Lane SE, Bellevue WA 98004

(d) Charlotte Walther, Membership Secretary, 6007 74th Street NW #A, Marysville WA 98270

Article 7: The initial directors identified in Article 6 are also the incorporators.

Article 8: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively the National Institute of Governmental Purchasing, Inc. ("NIGP"), a Wisconsin nonprofit corporation, if NIGP is then exempt from federal income tax under §501(c)(3), and contributions to NIGP are then deductible under §170(c)(2) of the Internal Revenue Code of 1986, for the corporation's charitable and educational purposes; and if not, then to other organizations that are then exempt from federal income tax under §501(c)(3), and to which contributions are then deductible under §170(c)(2) of the Internal Revenue Code of 1986.

Executed in duplicate and signed this 29th day of September, 2006.

By:

David A. Davis, CPPO
President