

NONPROFIT CORPORATION
ARTICLES OF INCORPORATION
of
NORTHWEST CARDIGAN WELSH CORGI FANCIERS

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Washington hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be: NORTHWEST CARDIGAN WELSH CORGI FANCIERS.

ARTICLE II

Membership

The corporation shall have members. Qualification for membership in the corporation shall be set out in the corporation's Bylaws.

ARTICLE III

Duration

The term of existence shall be perpetual.

ARTICLE IV

Registered Office and Agent

The name of the initial registered agent is Mark T. Long and the address of the initial registered office of the Corporation is 520 Pike Street, Suite 1040, Seattle, WA 98101-2397.

ARTICLE V

Purposes and Powers

5.1 Purposes. The purpose for which the Corporation is formed is as follows:

5.1.1 The Corporation is not considered a Charitable Nonprofit as defined by RCW 24.03A.010(5).

5.1.2 The purposes of the Corporation are as a social club for recreational opportunities to promote the breeding of and protect and advance the interests of pure-bred Cardigan Welsh Corgis, and to encourage and hold dog shows, exhibitions, and field trials under the rules of the American Kennel Club. Specifically, the objectives of the Corporation shall be:

A. To encourage and promote quality in the breeding of purebred Cardigan Welsh Corgis and, if at all possible, to bring their natural qualities to perfection.

B. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Cardigan Welsh Corgis shall be judged.

C. To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, herding trials, tracking trials, agility trials, temperament tests, and all other dog-related events.

D. To conduct sanctioned and licensed specialty shows, obedience trials, rally trials, herding trials, tracking trials, agility trials, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

E. To protect and advance good breeding practices among Cardigan Welsh Corgi breeders in accordance with our Code of Ethics.

F. To educate the public and promote the practices of responsible pet ownership by example and education.

G. To support entries at all-breed shows and regional specialty shows.

5.1.3 To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

5.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred or are conducive to the attainment of the Corporation's purposes.

ARTICLE VI

Limitations

6.1 The Corporation is organized as a social club, as contemplated by Section 501(c)(7) of the Internal Revenue Service Code.

6.2 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)(7) of the Internal Revenue Code of 1998 (or the corresponding provisions of any future United States Internal Law) (the "Code"); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

6.3 The Corporation shall not carry on or engage in any political campaign relating to the candidacy of any person or otherwise.

6.4 The corporation shall have no capital stock, and no part of the net income or net earnings for principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation, or any other private individual other than as a legitimate object of the purposes stated in Article V, but reimbursements for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income, earnings or principal.

6.5 Upon winding up and dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for all the liabilities of the corporation, dispose of all of the assets of the corporation either to a public body or a nonprofit organization with similar purposes as the Board of Directors shall determine. If no decision is reached by the Board of Directors, then the assets shall go to Cardigan Welsh Corgi Club of America, Inc.

ARTICLE VII

Bylaws

The Board of Directors has full power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws for the Corporation at any regular or special meeting of the Board of Directors so long as they are not inconsistent with the provisions of these Articles.

ARTICLE VIII

Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on the members or directors are granted subject to this reserved power.

ARTICLE IX

Indemnification of Directors and Officers

9.1 **Right to Indemnification.** Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

9.2 **Right of Claimant to Bring Suit.** If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is

not so entitled. Neither the failure of the corporation (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

9.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of disinterested directors or otherwise.

9.4 Insurance, Contracts and Funding. The corporation may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business Corporation Act, or any successor provision(s). The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

9.5 Indemnification of Employees and Agents of the Corporation. The corporation may by action of its board of directors from time to time provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to or provided by, the Washington Business Corporation Act as applied to nonprofit corporations or otherwise.

ARTICLE X

Board of Directors

The number of the directors of the Corporation is prescribed by the Bylaws of the Corporation. The first directors of the Corporation shall be three, and they will serve until the first meeting of the Board of Directors and until their successors are elected and qualified. The name and address of the first directors are:

Paula Weller	520 Pike Street, Suite 1040, Seattle, WA 98101
DeAnn Nelson	520 Pike Street, Suite 1040, Seattle, WA 98101

Debbie Berry

520 Pike Street, Suite 1040, Seattle, WA 98101

The powers and duties, number, qualifications, terms of office, manner of election, time, and criteria for removal of directors shall be set forth in the Bylaws of the Corporation.

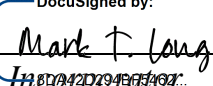
ARTICLE XI
Gross Revenue Certification

Per RCW 24.03A.960, the Corporation certifies that its total gross revenue in the most recent fiscal year was less than \$500,000.

ARTICLE XII
Incorporator

The name and address of the incorporator is Mark T. Long, 520 Pike Street, Suite 1040, Seattle, WA 98101-2397.

IN WITNESS WHEREOF the incorporator has signed on this 1/17/2024.

DocuSigned by:


Mark T. Long, Incorporator

**CONSENT TO APPOINTMENT
AS REGISTERED AGENT**

I, Mark T. Long, hereby consent to serve as the Registered Agent, in the State of Washington, for NORTHWEST CARDIGAN WELSH CORGI FANCIERS, a Washington Nonprofit Corporation. I understand that as the agent for the Nonprofit Corporation, it will be my responsibility to accept service of process on behalf of this Nonprofit Corporation; to forward license renewals and other mail to this Nonprofit 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 of this Nonprofit Corporation for which I am agent.

Dated: 1/17/2024

Mark T. Long

DocuSigned by:
Mark T. Long
8DA42D294BF5462...

10933.002 nw685170