

FILED: December 31, 1985
Secretary of State
State of Washington

**ARTICLES OF
INCORPORATION**

OF

THE WASHINGTON STATE ASSOCIATION OF FUTURE

BUSINESS LEADERS OF AMERICA (FBLA)

We, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Washington for the forming of non-profit corporations as set forth in RCW 24.03, do make and file these Articles of Incorporation in writing and do hereby certify as follows, to-wit:

ARTICLE I

Name: The name of the non-profit corporation shall be: **THE WASHINGTON STATE ASSOCIATION OF FUTURE BUSINESS LEADERS OF AMERICA (FBLA)**.

ARTICLE II

Duration: The term of existence of this corporation shall be perpetual.

ARTICLE III

Purposes: The purposes and objectives for which this corporation is being formed through principals, agents or otherwise, to do in any location of the State, any and every activity set forth herein or permitted by law to the extent as a natural person might or could do. Further, and not in limitation of the general powers conferred by the laws of the State of Washington, we do hereby expressly provide that the corporation shall have the power to:

1. Create, foster and assist local FBLA chapters composed of students in grades 7-12, located in local school districts and qualifying for Federal reimbursement under the Smith-Hughes Vocational Education Act, the Vocational Education Act of 1963, the Carl Perkins Vocational Education Amendments of 1984, as well as any and all subsequent Acts of the Congress of the United States and associations of such chapters in the State of Washington;
2. Assist student members in developing competent, assertive business leadership skills;
3. Increase and strengthen self-confidence of student members in internal and external group activities;
4. Create increased interest in and understanding of the American free enterprise system;
5. Encourage student members in the development of individual projects, which contribute to the improvement of home, business, and community;
6. Assist with the development of character, preparation for useful citizenship, and fostering of patriotism;
7. Encourage practices related to the efficient management of money;
8. Promote scholarship and loyalty;

9. Create and nurture an understanding and appreciation of pursuing intelligent career goals;
10. Facilitate the transition of student members from the educational environments to the employing marketplaces; and
11. Cooperate with others in accomplishing the above purposes and to engage in such activities, consistent with the foregoing purposes, determined by the governing body, the State FBLA Board of Directors, to be in the best interests of the corporation.

The corporation shall have the further power to :

1. Sue and be sued; complain and defend in any court of competent jurisdiction;
2. Adopt, use, and alter a corporate seal and Minute Book;
3. Elect and appoint such officers, managers, agents, and employees as the business of the corporation may require;
4. Adopt and alter Bylaws, regulations, guidelines, policies and practices, not inconsistent with the laws of the United States or the State of Washington, for the management of its property and the regulation of its business activities, including the establishment and maintenance of local chapters and the State Association;
5. Contract and be contracted with;
6. Take and hold by lease, gift, purchase, grant, devise, or bequest any properties, real or personal, necessary for attaining the objects and accomplishment of the purposes of the corporation, subject to applicable provisions of the laws of the State of Washington,
 - (a) governing the amount or kind of real and personal property which may be held by, or
 - (b) otherwise limiting or controlling the ownership of real and personal property by,a corporation operating in the State of Washington;
7. Transfer and convey real or personal property;
8. Borrow money for the purposes of the corporation, issue bonds therefore and secure the same by mortgage, pledge, or otherwise, subject to all applicable provisions of Federal or State laws;
9. Use the corporate funds to award prizes, awards, loans, and grants to deserving students of Business Education programs for the purposes set forth herein;
10. Publish official publications and procure for and distribute to local chapters and members all official FBLA supplies and equipment;
11. Adopt emblems and logos not inconsistent with the National FBLA-PBL, Inc., Association; and
12. Do and perform every act proper to carry out the above-enumerated objects and purposes or calculated directly or indirectly to the advancement of the interests of the corporation, or to the enhancement of the value of property owned by the corporation of any kind and character.

ARTICLE IV

Amendments: These Articles of Incorporation may be changed, amended, altered, deleted, nullified, or supplemented, under the laws of the State of Washington, by a simple majority vote of the members present and voting at an annual or special meeting of the Board of Directors.

ARTICLE V

Bylaws: The Bylaws of the corporation may be amended by a simple majority vote of the Board of Directors present and voting at a regular or special meeting of the Board of Directors, or by a simple majority vote of the member delegates present and voting at the annual State Leadership Conference upon receiving a thirty (30) day notice thereof. Notices of proposed Bylaw Amendments must be submitted in writing at least thirty (30) days prior to a meeting of the Board of Directors as well.

ARTICLE VI

The name of the Registered Agent of the corporation is: **MARI C. SHAW**, State FBLA Chair. The registered office address, which is also the address of the Registered Agent is: Office of the Superintendent of Public Instruction, Division of Vocational-Technical Education, Old Capitol Building, Olympia, Washington 98504-7200.

ARTICLE VII

There shall be three (3) Directors serving as the initial Board of Directors. Their names and addresses are as follows:

MARI C. SHAW, State FBLA Chair	Office of the Superintendent of Public Instruction, Old Capitol Building Olympia, WA 98504-7200 (206) 753-5647
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CHERYL A. BUMGARNER	Same as Above
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NANCY K. PECHMAN State FBLA Advisor	Battle Ground School District Prairie High School P. O. Box 300 Brush Prairie, WA 98606 (206) 254-5777
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At the conclusion of the first annual meeting of the Board of Directors, the composition and terms of office shall be defined in representation of geographical regions of the State of Washington for periods of service not to exceed three (3) years. The State FBLA Chair shall serve as the Chair of the Board of Directors.

The Board of Directors shall meet at least once each year at such time and place as may be designated by the Chair, the members of the Board, or set forth in the Bylaws. The annual report of the Board of Directors shall be presented at such meeting, as well as the annual report of the State FBLA Advisor.

Special meetings of the Board of Directors may be called by the Chair or a majority of the Board of Directors.

The Board of Directors that shall serve until the first Board is elected/appointed as provided in the Bylaws, shall be composed of the three (3) directors herein named.

ARTICLE VIII

Dissolution: In the event of dissolution of the corporation, the net assets, or the proceeds remaining after the discharge of all outstanding obligations and liabilities, shall be distributed by the Board of Directors for the benefit of students enrolled in vocationally approved Business Education programs, or may be transferred to a recognized educational foundation.

ARTICLE IX

Bylaws: The authority to draw and establish Bylaws for the corporation is hereby vested in the Board of Directors of the corporation established after the first meeting of the corporation. Such Board shall have representation from the defined geographic regions of the State of Washington.

IN WITNESS WHEREOF, The incorporators have hereunto set their hands this 10th day of October, 1985.

/s/ Mari C. Shaw

MARI C. SHAW, State FBLA Chair
Incorporator

/s/ Cheryl A. Bumgarner

CHERYL A. BUMGARNER
Incorporator

/s/ Nancy K. Pechman

NANCY K. PECHMAN, State FBLA Advisor
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, **MARI C. SHAW**, State FBLA Chair, hereby consent to serve as the Registered Agent, in the State of Washington, for the corporation herein named; i.e., the **WASHINGTON ASSOCIATION OF THE FUTURE BUSINESS LEADERS OF AMERICA (FBLA)**. 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 at Olympia, Washington, this 10th day of October, 1985.

/s/ Mari C. Shaw

MARI C. SHAW, Registered Agent
State FBLA Chair

R E S O L U T I O N

WHEREAS, it is the intent of the FBLA State Board of Directors that the **WASHINGTON STATE ASSOCIATION OF FUTURE BUSINESS LEADERS OF AMERICA (FBLA)** incorporate under the laws of the State of Washington, and

WHEREAS, it is the intent of the FBLA State Board of Directors that the Registered Agent of the corporation be designated as **MARI C. SHAW**, State Chair of FBLA, and

WHEREAS, it is the intent of the FBLA State Board of Directors that the registered office of the corporation be designated as the address of its Registered Agent as: Office of the Superintendent of Public Instruction, Division of Vocational-Technical Education, Old Capitol Building, Olympia, Washington 98504-7200, and

WHEREAS, is the intent of the FBLA State Board of Directors that this writing be deemed a statement of designation,

NOW, THEREFORE, BE IT RESOLVED That the FBLA State Board of Directors of the **WASHINGTON STATE ASSOCIATION OF FUTURE BUSINESS LEADERS OF AMERICA (FBLA)** adopt this Resolution with the provisions contained herein as evidence of their intent to establish a corporation for the transaction of the business and promotion and conduct of the objects and purposes set forth in its Articles of Incorporation and Bylaws, and

BE IT FURTHER RESOLVED, That the Registered Agent and registered office be designated: **MARI C. SHAW** - Office of the Superintendent of Public Instruction, Division of Vocational-Technical Education, Old Capitol Building, Olympia, Washington 98504-7200.

Adopted by the Board of Directors /s/ Kory W. Floyd

October 10, 1985 **KORY FLOYD**, State FBLA President
Everett, Washington

/s/ Nancy K. Pechman

NANCY K. PECHMAN, State FBLA Advisor

A M E N D M E N T S

July 15, 1991

ARTICLE X

Limitation of Directors' Liability: A director shall have no liability to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for conduct violating RCW 23B.08.310, or for any

transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XI

Indemnification of Officers and Directors:

Section 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 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 any 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.

Section 2. Right of Claimant to Bring Suit. If a claim 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, independent legal counsel or its members) 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, independent legal counsel or its members) 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.

Section 3. Nonexclusivity of Right. 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, vote of members or disinterested directors or otherwise.

Section 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 the Washington Business Corporation Act. The corporation may, without further member action, 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.

Section 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, or otherwise.

Approved on Motion by the Board of Directors, April 26, 1990.

IN WITNESS WHEREOF, The Board of Directors, through its State Chair and Secretary, have hereunto set their hands and the Corporate Seal this 15th day of July, 1991.

/s/ Mari C. Shaw

/s/ Ann Jarvis

MARI C. SHAW, State FBLA/PBL Chair **ANN JARVIS**, Corporate Secretary

WITNESS:

/s/ Teryl L. Simmons
TERYL L. SIMMONS

AMENDMENT

ARTICLE IV

Amendments: These Articles of Incorporation may be changed, amended, altered, deleted, nullified, or supplemented, under the laws of the State of Washington, by a 2/3 majority vote of the members present and voting at an annual or special meeting of the Board of Directors.

Approved on Motion by the Board of Directors, January 15, 1998.

IN WITNESS WHEREOF, The Board of Directors, through its State Chair and Secretary, have hereunto set their hands and the Corporate Seal this 15th day of January, 1998.

_____/s/ Gearldine Modrell
GEARLDINE L. MODRELL
FBLA STATE CHAIR

_____/s/ Teresa Barker
TERESA BARKER
CORPORATE SECRETARY

WITNESS:

_____/s/ Carly Schlegel
CARLY SCHLEGEL