

1 **ARTICLES OF INCORPORATION OF**

2
3 **Capitol Lady Outlaws Fast Pitch (CLOFP)**

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5 The undersigned, acting as incorporator of a corporation under the **Washington** nonprofit
6 Corporation Act, adopts the following Articles of Incorporation for such corporation:

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8 **ARTICLE I**

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10 **Name**

11 The name of the corporation **Capitol Lady Outlaws Fast Pitch (CLOFP)**

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13 **ARTICLE II**

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15 **Duration**

16 The period for which the Corporation is organized shall be perpetual.

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18 **ARTICLE III**

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20 **Exempt Purposes**

21 The Corporation is organized and shall operate as an exempt Youth Sports organization within
22 the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar
23 provision of any future revenue law) (the "Code") without profit to any officer or director and the
24 Corporation.

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26 **ARTICLE IV**

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28 **Specific Purposes**

29 The Corporation is incorporated under the laws of the **Washington** specifically to promote
30 **Youth Sports in South Puget Sound, Thurston County and surrounding area** located in and
31 around **Olympia, WA to participate State and National Competitive Fast Pitch Softball.**
32 Local State, City, Commercial Businesses and the residents contributing to the benefit of the
33 organization are Subject to the limitations set forth in Article III Federal provisions. The
34 Corporation may also engage in all other activities Outlined in Article III that are permissible by
35 State and Federal law.

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37 **ARTICLE V**

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39 **Membership**

40 Membership will constitute any parent/guardian of the respective team player in appropriate
41 financial standing of the player fees for the term (Season) of competitive activity. Membership
42 participation is outlined in the organizational bylaws.

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ARTICLE VI

Directors

The number of directors constituting the initial board of directors is **five (5)**. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

- President – Christopher J Braniff, 2921 28th AVE SE, Olympia, WA 98501**
- Secretary – Jessica Burkhart, 4212 60th AVE SW, Olympia, WA 98512**
- Treasurer – Monica Davis, 3310 75th AVE SW, Olympia, WA 98501**
- Organization Head Coach – Dennis Wells, 8318 Defiance ST SE, Olympia, WA 98501**
- Organization Manager – Lori Ann Braniff, 2921 28th AVE SE, Olympia, WA 98501**

ARTICLE VII

Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that 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 of Corporation set forth in Articles III and IV 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 (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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Registered Agent and Office

The name of the Corporation's initial registered agent and the street address of the initial registered office in Washington is Christopher J Braniff, 2921 28th AVE SE, Olympia, WA 98501.

ARTICLE X

Incorporator

The name and address of the Incorporator is Christopher J Braniff, 2921 28th AVE SE, Olympia, WA 98501.

ARTICLE XI

Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Secretary of the State of Washington governing Non-Profit Corporations as the same exists or may hereafter be amended and pursuant to the Corporation's bylaws as such bylaws may be amended.

Dated: 9th Day of July, 2008

Christopher J Braniff, Incorporator