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ARTICLES OF INCORPORATION
OF THE
EAGLE ONE AIR SUPPORT UNIT

WA SECRETARY OF STATE

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**ARTICLES OF INCORPORATION
OF THE
EAGLE ONE AIR SUPPORT UNIT
CHAPTER 24.03 RCW**

I, the undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby sign and verify the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

- 1.1 The name of this corporation is Eagle One Air Support Unit.

**ARTICLE II
EFFECTIVE DATE OF INCORPORATION**

- 2.1 Upon filing by the WA Secretary of State.

**ARTICLE III
DURATION**

- 3.1 The period of duration of Eagle One Air Support Unit shall be perpetual.

**ARTICLE IV
PURPOSES**

- 4.1 The Eagle One Air Support Unit is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as amended, including but not limited to the following:
- A. The Eagle One Air Support Unit will provide air support to air support to local law enforcement, fire, state, and federal agencies. Eagle One Air Support Unit will provide operations under Part 91 of the Federal Aviation Regulations.
 - B. The specific purposes and objectives of this corporation shall be to provide material, personal, educational, and flight related support and resources to local law enforcement, fire, state, and federal agencies.
 - C. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
 - D. 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.

**ARTICLE V
POWERS**

5.1 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 which 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
REGISTERED OFFICE**

6.1 The address of the initial registered office of this corporation is **3400 Capitol Boulevard SE Tumwater WA 98501**, and the name of its initial registered agent at such address is **Fairchild Record Search LTD**, in care of that address. The written consent of such person to serve as a registered agent is attached hereto. The address and name of any subsequent registered offices and/or registered agents shall be identified in the manner set for in the Bylaws.

**ARTICLE VII
BOARD OF DIRECTORS**

7.1 The management of this corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is five (5), but the number of directors may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than three (3). The names and addresses of the persons who are to serve as the initial directors until their successors are elected are:

Vernon Bonfield	120 State Avenue NE Olympia, WA 98501
Tim Erickson	120 State Avenue NE Olympia, WA 98501
Bill Ford	120 State Avenue NE Olympia, WA 98501
Gail Schaller	120 State Avenue NE Olympia, WA 98501
Jennifer Strasser	120 State Avenue NE Olympia, WA 98501
Victoria Wonser	120 State Avenue NE Olympia, WA 98501

The terms of office, manner of election, time and criteria for removal of directors shall be set forth in the Bylaws of the Corporation. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold meetings of its Board of Directors in any country or in any of the states, territories, or possessions of the United States, or the District of Columbia.

**ARTICLE VIII
OFFICERS**

8.1 The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be set forth in the Bylaws of the Corporation. The following directors shall serve as initial officers until successors are elected and sworn in as provided in the Bylaws:

President	Vernon Bonfield
First Vice President	Jennifer Strasser
Second Vice President	Tim Erickson
Secretary	Gail Schaller
Treasurer	Bill Ford

**ARTICLE IX
BYLAWS**

9.1 The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this corporation pursuant to the procedures provided in the Bylaws.

**ARTICLE X
LIMITATIONS**

- 10.1 All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.
- 10.2 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 or any successor provision. The Corporation shall not participate in, or intervene in [including the publishing or distribution of statements] any political campaign on behalf of (or in opposition to) any candidate for public office.
- 10.3 Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.
- 10.4 Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.
- 10.5 This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, members (if any), or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Section 501(c) of the Code, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distribution in furtherance of the purposes stated in Article IV. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) (or any successor provision), or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI LIMITED LIABILITY OF DIRECTORS AND OFFICERS

- 11.1 The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Washington shall be the maximum allowed by law and shall not be denied or limited by the Bylaws. A director shall have no liability to the Corporation 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 a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, 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 Nonprofit 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 Nonprofit 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 XII INDEMNIFICATION

- 12.1 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.

- 12.2 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, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of 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, if any) 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.
- 12.3 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, vote of members, if any, or disinterested directors or otherwise.
- 12.4 Insurance, Contracts and Funding. The Corporation shall 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 persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership 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.
- 12.5 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 XIII TRANSACTIONS INVOLVING DIRECTORS

- 13.1 No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

13.2 Any director, individually, or any firm or entity of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director, firm or entity so interested, shall be disclosed to or shall have been known by the Board of Directors or a majority thereof prior to the corporation's entering into the contract.

**ARTICLE XIII
DISTRIBUTIONS UPON DISSOLUTION**

13.1 Upon any dissolution of this corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(C) of the Code, or any successor statutes, and which furthers the purposes set forth in Article IV. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

**ARTICLE XIV
AMENDMENTS**


14.1 This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by the Unanimous Consent of the Board of Directors, or by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors, called for that purpose after notice has been provided the Directors not less than seven days in advance of the meeting specifying the proposed amendment or modification.

**ARTICLE XV
INCORPORATOR**

15.1 The name and address of the incorporator is:

Vernon Bonfield
120 State Avenue NE
Olympia, WA 98501

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 18th day of May, 2017.


(Signature)

5/18/17
(Date)