

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

ACE MENTOR PROGRAM OF WASHINGTON

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 12/20/2004

UBI Number: 602-455-614

APPID: 200961



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

**FILED
SECRETARY OF STATE**

12/20/2004

STATE OF WASHINGTON

12/20/2004 532725
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**ARTICLES OF INCORPORATION
OF**

UBI 602 455 614

ACE MENTOR PROGRAM OF WASHINGTON

The undersigned, acting as the incorporator of a nonprofit Corporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03), hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation shall be ACE Mentor Program of Washington (hereinafter the "Corporation").

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSES AND POWERS**

The specific and primary purpose for which the corporation is formed is to manage a mentoring and scholarship program for high school and college students interested in the architectural, construction and engineering professions.

In general, and subject to such limitations and conditions as are or may be prescribed by law or in the Corporation's 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 IV
NONPROFIT STATUS**

No part of the assets or of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's members, directors, officers or other private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse for reasonable expenses incurred, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE V
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the bylaws of the Corporation.

ARTICLE VI
ASSET DISTRIBUTION

Upon the dissolution of the Corporation and after paying or making provision for the payment of all of the liabilities of the Corporation, the Board of Directors shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision in any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of Washington for King County, exclusively for such purposes, to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes and qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provisions in any future United States Internal Revenue law).

ARTICLE VII
REGISTERED AGENT

The address of the initial registered office of the Corporation is 1420 Fifth Avenue, Suite 4100, Seattle, Washington 98101 and the name of its initial registered agent at such address is LPSL Corporate Services, Inc.

ARTICLE VIII
INCORPORATOR

The incorporator is LPSL Corporate Services, Inc., whose address is 1420 Fifth Avenue, Suite 4100, Seattle, Washington 98101-2338.

ARTICLE IX
INITIAL DIRECTORS

The initial board of directors shall consist of eight (8) directors. The name and address of the person (persons) who is (are) to serve as the initial director (directors) is (are):

Ardel Blanquera
1301 Fifth Ave., Suite 3200
Seattle, WA 98101

Arne Carson
1601 Fifth Ave., Suite 1600
Seattle, WA 98101

Bill Christopher
1301 Fifth Ave., Suite 3200
Seattle, WA 98101

Jim Duncan
720 Olive Way, Suite 1400
Seattle, WA 98101

Jon Magnusson
1301 Fifth Ave., Suite 3200
Seattle, WA 98101

Dan Nelson
911 Western Ave., Suite 416
Seattle, WA 98104

Rob Widmeyer
801 Second Ave., Suite 501
Seattle, WA 98104

Brad Hayes
227 Westlake Ave. North
Seattle, WA 98109

ARTICLE X
LIMITATION OF DIRECTOR LIABILITY

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), a director of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct

by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the Corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE XI
AMENDMENT

Amendment of these Articles of Incorporation shall require the affirmative vote or written assent of a majority of the board of directors, provided, however, that the votes required for an amendment shall not be less than the affirmative votes required for action to be taken under the clause being affected.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 17, 2004.

LPSL CORPORATE SERVICES, INC.

By Michael M Fleming
Michael Fleming, Vice President

CONSENT TO SERVE AS REGISTERED AGENT

LPSL Corporate Services, Inc. hereby consents to serve as Registered Agent, in the state of Washington, for ACE Mentor Program of Washington. LPSL Corporate Services, Inc. understands that as agent for said Corporation, it will be responsible to receive service of process and annual reports in the name of said Corporation; to forward all mail to said Corporation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of 1420 Fifth Avenue, Suite 4100, Seattle, Washington 98101-2338.

Dated this 17 day of December 2004.

LPSL CORPORATE SERVICES, INC.

By Michael M Fleming
Michael Fleming, Vice President