

**ARTICLES OF INCORPORATION OF
WASHINGTON ASSOCIATION OF PROFESSIONAL GUARDIANS**

ARTICLE I -- NAME

The name of the corporation shall be WASHINGTON ASSOCIATION OF PROFESSIONAL GUARDIANS.

ARTICLE II -- DURATION

The duration of the corporation shall be perpetual unless dissolved by operation of law or otherwise.

ARTICLE III -- REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is to be located at 612 S. 227th St., Des Moines, WA 98198 with mailing address P. O. Box 3601, Kent, WA 98089. The name of the registered agent at such address is Kenneth Curry, President.

ARTICLE IV -- PURPOSES

The purposes for which this Corporation is formed are:

1. To educate on issues relevant to guardianship as a profession;
2. To establish, promote and facilitate standards and ethics for guardians;
3. To advocate for the interests of guardianship as a profession;
4. To enhance the quality of guardian services provided professionally in Washington State;
5. To engage in other activities exclusively for charitable, literary, artistic or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code; and
6. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V -- POWERS

In furtherance of its purposes, this Corporation shall have all the powers conferred upon nonprofit corporations by the provisions of RCW 24.03.035, subject to such limitations and conditions as are or may be described by law.

Provided further, because this Corporation is irrevocably dedicated to and shall be operated exclusively for nonprofit purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, no part of the net earnings of this Corporation shall be distributed to nor inure to the benefit of its members, officers, employees or other private persons.

Provided further, that the Corporation shall not be prohibited from paying reasonable compensation to its employees and/or independent contractors nor from paying reasonable consideration for goods and services.

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 any political campaign (including the publication or distribution of statement) on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VI -- MEMBERS

The Corporation shall have one class of members: Membership shall be available to Certified Professional Guardians who are currently certified as a professional guardian by The Supreme Court of the State of Washington.

ARTICLE VII -- BOARD OF DIRECTORS

1. The officers of the organization shall make up the Board of Directors.
2. The Board of Directors is the legal entity charged with the management and responsibility for the organization. The Board shall establish the objectives of the organization and determine the policy for the development of such objectives.
3. The Management of the Corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be such as are prescribed by the Bylaws of the Corporation. Directors may be removed from office in accordance with the procedures specified by the Bylaws of the Corporation.

ARTICLE VIII -- INTERNAL AFFAIRS

The internal affairs of the Corporation shall be governed by its Bylaws and by such policies as may be adopted by the Board of Directors in accordance with the Bylaws. The authority to make, alter, amend, or repeal the Corporation's Bylaws is vested in the

Directors and may be exercised at any annual or special meeting of the Board of Directors.

ARTICLE IX -- ELIMINATION OF DIRECTOR LIABILITY

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 the Director, or 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 Non-Profit 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 limited to the full extent permitted by the Washington Non-Profit 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 X -- INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The Corporation shall, and does hereby, indemnify each person (and his heirs, executors, administrators or other legal representatives) who is, shall become, or shall have been a Director, Officer, Employee or Agent of the Corporation, against all liabilities and expenses (including judgments, fines, penalties and attorneys' fees) reasonably incurred by any such person in connection with, or arising out of, any action, suit or proceeding, whether civil, criminal or administrative, in which such person may be threatened or otherwise involved, directly or indirectly, by reason of his being, becoming, or having been a Director, Officer, Employee, or Agent of this Corporation. If the Washington Non-Profit Corporation Act is hereafter amended to authorize further indemnification of Directors or Officers, the Directors and Officers of the Corporation shall be indemnified to the fullest extent permitted by the Washington Non-Profit Corporation act, as so amended.

ARTICLE XI -- DISTRIBUTION OF ASSETS AT DISSOLUTION

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization and returning, transferring or conveying assets required by dissolution to be returned, transferred or conveyed, the remaining assets shall be distributed as nearly as possible for the identical uses and purpose for which the Corporation was established, as determined by the Membership. Provided, however, that any distribution made for such purposes shall be made only to a

nonprofit fund, trust, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATORS:

Kenneth Curry 612 S. 227th St., Des Moines, WA 98198
Mimi
Glenda
William

CERTIFICATE OF SECRETARY

In WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 10th day of December 2007.

Kenneth Curry

Mimi

Glenda Voller

William Jaback