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STATE OF WASHINGTON

OCT 04 1995

RALPH MUNRO  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
APPRAISERS' COALITION OF WASHINGTON

The undersigned, for the purpose of forming a non-profit organization under Washington's Non-profit Corporation Act, hereby certify and adopt in duplicate the following Articles Of Incorporation:

ARTICLE I  
NAME

The name of this non-profit corporation shall be: Appraisers' Coalition of Washington.

ARTICLE II  
DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE III  
PURPOSES

The purposes for which the corporation is organized are:

(a) To educate and communicate with members of the appraisal profession or with any persons concerned with valuation of real or personal property in Washington about legislative and regulatory issues.

(b) To support the maintenance and improvement of the Uniform Standards of Professional Appraisal Practice (USPAP) and its effective enforcement by the State of Washington.

(c) To foster and promote the appraisal profession to the general public through education, research, and publications.

(d) To raise the funds necessary to administer the activities of this non-profit corporation and to use such funds to carry out the purposes and objectives of this non-profit corporation.

(e) To be qualified as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

#### **ARTICLE IV** **GENERAL PROVISIONS**

The Corporation reserves the right to amend, alter, change or appeal any provision contained in its Articles Of Incorporation in any manner now or herein after prescribed or permitted by statute. All rights of the members, directors, and officers of the corporation are granted subject to this reservation.

The power to adopt, alter, amend, or appeal the Bylaws of the corporation or to adopt new Bylaws for the corporation shall be vested in the board of directors, subject, however, to the power of the members to alter, amend, or appeal such Bylaws or to adopt new Bylaws.

#### **POWERS**

4.1 The corporation shall have all of the general powers granted to a non-profit corporation as set forth in § 24.03.035 of the laws of the State of Washington. The corporation shall have the right to exercise such powers as are now or hereafter may be conferred by the law upon a corporation organized for the purpose hereinafter set forth or incidental to the powers so conferred, or conducive to the furtherance thereof.

4.2 The corporation shall not have the power to engage in any activities which are not in furtherance of its purpose as set forth in Article III and no part of the net earnings of which inures to the benefit of any private shareholder or individual.

4.3 The corporation shall have no power to engage directly or indirectly in any activity which would invalidate its status as a corporation organized under § 501(c)(3) of the Code, exempt from taxation under § 501(a) of the Code.

4.4 The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office and no substantial part of its activities shall include carrying on propaganda or otherwise attempting to influence legislation.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered agent of the non-profit corporation in the State of Washington shall be:

Matthew L. Sweeney, Attorney at Law

The registered agent of the corporation at such address shall be:  
5929 Westgate Blvd., Suite D, Tacoma, WA 98406

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be three (3). Each director shall serve until the first annual meeting of the member and until his/her successor is elected and qualified. The name and address of each initial director is:

**Name**

Herbert G. Spencer

Ronald E. Dawes

Robin Hopkins

**Address**

1906 Bradley Dr.

Anacortes, WA 98221

10822 SE 287th St.

Kent, WA 98031

5115 NE 45TH ST  
SEATTLE, WA 98105

The number of directors of the corporation shall be fixed as provided by the Bylaws and may be changed from time to time by amending the Bylaws.

**ARTICLE VII**  
**INCORPORATORS**

The name and address of each incorporator is:

**Name**

James Herbert Irish III

James David Tesso

**Address**

10508 Palatine Ave N

Seattle, WA 98133

P.O. Box 73396

Puyallup, WA 98373-0396



**ARTICLE VIII**  
**DISTRIBUTION OF NET ASSETS**

6.3 *Distribution on Dissolution, Net Earnings, Dissolution.* No part of net earnings or income of the corporation shall inure to the benefit of any private individual. If, for any reason, the corporation shall be dissolved, all income and assets shall be distributed, as the Board of Directors shall elect by majority vote, to any organization described in § 501(c) of the Code and exempt from taxation under § 501(a) of the Code.

In the event that the corporation is dissolved, the net assets of the corporation shall be distributed to the following:

Children's HOSPITAL & MEDICAL CENTER, SEATTLE  
Mary Bridge CHILDREN'S HOSPITAL AND HEALTH CENTER, TACOMA  
Children's—Spokane SURINERS HOSPITAL FOR CRIPPLED CHILDREN

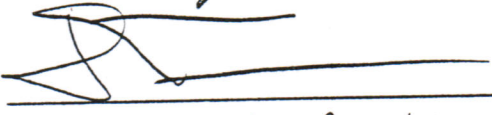
**ARTICLE IX**  
**INDEMNIFICATION**

To the full extent permitted by the Washington Non-profit Corporation Act, RCW 24.03, the personal liability of a director to the corporation and its members, if any, shall be eliminated and the corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she is or was a director, against judgment, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with such proceeding. Provided, however, that the corporation shall neither indemnify a director, nor shall the director's liability be eliminated for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, 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.

The corporation shall also indemnify any officer, agent or employee who is or was not a director to the same extent and with the same limitations that the corporation is authorized to indemnify directors. The Board of Directors may, from time to time, approve by general or specific action of the Board, or by contract, the indemnification of any other person which the corporation has the power to indemnify under the Act. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

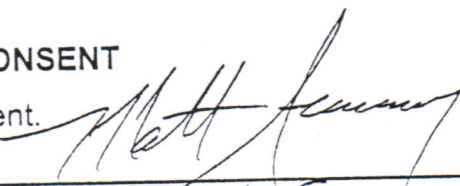
IN WITNESS WHEREOF, each incorporator has signed these Articles in duplicate this 1<sup>st</sup> day of SEPTEMBER, 1995.

  
Its Incorporator James Herbert Irish III

  
Its INCORPORATOR James David Tesso

#### CONSENT

I consent to be the registered agent.

  
Matthew C. Sweeney

**Part II. Activities and Operational Information** (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.
- 35% - Lobbying Washington State legislators to improve enforcement of appraisal standards, through creation of a State Appraiser Commission and appraiser trainee requirement in compliance with Federal Financial Institutions Reform, Recovery and Enforcement Act of '89 (FIREA).
  - 30% - Improve public perception of appraisers by improving the quality of work done by appraisers in the State through greater education and enforcement.
  - 25% - Annual educational conference since 1999 to educate and communicate with members and other appraisers regarding applicable legislative issues, and appraiser education.
  - 10% - Periodic educational offerings such as 1996 seminar, "Legal Liabilities and Responsibilities of Appraisers," and 2004 seminar regarding Regional labor market/economic trends. Seminars routinely include a legislative update.

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

1. Dues
2. Income from educational offerings
3. Interest on savings



## Part II. Activities and Operational Information (continued)

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
James Irish, SRA President 10508 Palatine Ave N, Seattle, WA 98133	\$0.00
Sheridan Shaffer Secretary 3646 14th Ave S, Seattle, WA 98119	\$0.00
Robin Hopkins Treasurer 5115 NE 45th St, Seattle, WA 98105	\$0.00

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

NA

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

Nonprofit appraisal membership organizations in the State of Washington, such as the Seattle Chapter and Columbia Basin Chapter of the Appraisal Institute, and the Washington State National Association of Independent Fee Appraisers, provide financial support on continuing basis by contributing dues for each of their members.

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

NA

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

Any real estate appraiser in the State of Washington may join by paying \$25 per year. Anyone may attend the meetings and influence the direction of the organization. There are no classes of membership, nor membership certificates.

8 Explain how your organization's assets will be distributed on dissolution.

To be distributed as follows:

Children's Hospital and Medical Center, Seattle, WA  
Mary Bridge Children's Hospital and Health Center, Tacoma, WA  
Shriner's Hospital for Crippled Children, Spokane, WA

**Part II. Activities and Operational Information** (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No  
 If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☒ Yes ☐ No  
 If "Yes," state in detail the amount received and the character of the services performed or to be performed.

**2003 Figures:**

\$4,600 Seattle Operating Support - administrative services and event planning

\$15,500 TK Bentler - lobbyist

- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No  
 If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No  
 If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No  
 If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

- 14 Does the organization now lease or does it plan to lease any property? ☐ Yes ☒ No  
 If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No  
 If "Yes," explain in detail and list the amounts spent or to be spent in each case.

- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☒ Yes ☐ No  
 If "Yes," attach a recent copy of each.