

PUGET SOUND ACCESS
Articles of Incorporation
Revised April 2001

The undersigned, for the purpose of forming a nonprofit corporation following the laws of the State of Washington (RCW 24.03), hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The Name of the Corporation shall be PUGET SOUND ACCESS (PSA).

ARTICLE II
TERM OF EXISTENCE

The Term of Existence of the Corporation shall be perpetual.

ARTICLE III
PURPOSES

This Corporation is formed for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). These specific purposes include, but are not limited to:

- a) To develop and promote the concept of community access to existing and future communications media;
- b) To establish, maintain, and operate one or more media access centers to:
 - 1) Educate individuals and community organizations in the use of various media tools and techniques;
 - 2) Make facilities and equipment, including production, studio, and video equipment, training, and channel time, available to individuals and community organizations for the production of educational or cultural programs for communication to the public via public and educational channels of the AT&T cable television system throughout south King County, or for training and educational purposes;
 - 3) Produce programs and other materials in the public interest; and
 - 4) Establish, maintain, and operate a system or systems for the distribution of various media programs and other materials in the public interest;
- c) To promote and develop activities and programs for the optimal utilization of the cable communication system(s) for community purposes;

- d) To sponsor and conduct public events for the purposes of promoting and supporting the nonprofit uses of various communications media;
- e) To provide a mechanism through which the community, institutions and organizations can effectively share their educational, health care, and cultural resources with the community;
- f) To provide the community access viewers with programs which reflect their activities, concerns, and interests;
- g) To provide training opportunities and part-time employment opportunities for students and other individuals through media and television production;
- h) To create a space in which community organizations can hold meetings, view satellite programs, engage in videoconferences, or other related activities;
- i) To create an environment which promotes a diversity of people and viewpoints, which encourages participation in the democratic process, and which ensures that no individual, group, or nonprofit organization is discriminated against with regard to services or access to information on account of race, color, national origin, gender, age, sexual orientation, religion, political affiliation, ideology, creed, ancestry, marital or economic status, or the presence of any sensory, mental, or physical handicap or disability;
- j) To create and encourage an atmosphere of excellence in the creation of programming and the provision of services;
- k) To apply for and receive contributions, grants, donations, loans, and other funding from individuals, organizations, corporations, governmental agencies and others to support the purposes set forth in these Articles;
- l) To make payments, grants, donations, loans, or other contributions in order to support the purposes set forth in these Articles;
- m) To determine, support, and conduct, in any manner, any and all other lawful things in furtherance of the aforementioned educational and charitable purposes, providing these activities do not conflict with local, state, or federal law, or with the definition of nonprofit activities as determined by state and federal code.
- n) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in these Articles of

Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Washington Nonprofit Corporation Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

ARTICLE IV DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 V REGISTERED AGENT

The name of the registered agent is Jennifer Amanda Krebs. The address of the registered agent is: 4020 Auburn Way North, Auburn, Washington 98002.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The management of this Corporation shall be vested in a Board of Directors. The powers and duties, number and qualifications, terms of office, manner of selection, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation. There shall be six directors serving as the initial Board of Directors, and their names and addresses are:

Lydia Assefa-Dawson	17900 International Blvd., Suite 401, SeaTac, WA 98188
Dea Drake	220 Fourth Avenue South, Kent, WA 98032
Jan Hubbard	415 SW 150 th Street, Burien, WA 98166
Lon Hurd	504 East Main Street, Auburn, WA 98002
Frank Iriarte	6300 Southcenter Blvd., Suite 101, Tukwila, WA 98188
Marilyn Petersen	1055 South Grady Way, Renton, WA 98055

The initial directors shall serve until the first organizational meeting of the Board of Directors, or until their successors are appointed and qualified.

ARTICLE VII

INCORPORATORS

The name and address of each incorporator is:

Jennifer Krebs

4020 Auburn Way North, Auburn, WA 98002

ARTICLE VIII LIMITATIONS

The Corporation is subject to the following limitations:

- a) The Corporation shall not have or issue shares of stock.
- b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable, in whole or in part, to 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 payment and distributions in furtherance of the purposes set forth in these Articles. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on
 - 1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law),
 - 2) by a corporation, to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
 - 3) by a corporation under the Washington Nonprofit Corporation Act (RCW 24.03).
- c) No substantial part of the activities of this corporation shall be devoted to attempting to influence by propaganda or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements with respect to, any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX BYLAWS

The Board of Directors shall adopt the initial Bylaws of this Corporation. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Directors.

ARTICLE X
LIMITATION OF DIRECTOR'S AND OFFICER'S LIABILITY

(a) A director of the corporation shall not be personally liable to the corporation or its members for monetary damages, for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit in money, property or services.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Washington Nonprofit Corporation Act or, by reference, if appropriate, the Washington Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Washington Nonprofit Corporation Act or the amended Washington Business Corporation Act, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XI
INDEMNIFICATION

(a) 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, being or having been such 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, shall be indemnified and held harmless by the corporation, to the fullest extent permitted by applicable law as then in effect, against all expense, liability, and loss (including, without limitation, attorneys' 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. 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, except as provided in paragraph (b) herein below with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with the 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. No indemnification shall be provided under this paragraph (a) if the corporation is prohibited by the Washington Business Corporation Act, as applicable to nonprofit corporations, or other applicable law as then in effect from paying such indemnification. The right of indemnification conferred in this paragraph (a) 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 any 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 paragraph (a) or otherwise.

(b) 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 disinterested directors or otherwise.

(c) The corporation may 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 person against such expense, liability, or loss under the Washington Business Corporation Act, as applicable to nonprofit corporations. The corporation may, without further action of the members, if any, 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.

(d) The corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses (either in advance of or after the final disposition of a proceeding) to employees and agents of the corporation, within 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 applicable to nonprofit corporations, or otherwise.

ARTICLE XII PUBLIC CHARITY

It is intended that the Corporation shall act as a public charity, as defined in within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII AMENDMENTS

The Corporation reserves the right to amend, alter, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute other than the sections that have an indication they cannot be modified.