

Exhibit A

ARTICLES OF INCORPORATION

OF

**DUNGENESS
HOMES**

The undersigned, being over the age of twenty-one (21) years and a citizen of the United States, for the purpose of forming a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 RCW), hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be Dungeness Homes. The Corporation is authorized to do business under such other name as the Board of Directors shall select from time to time.

ARTICLE II

Members

The sole member of this Corporation shall be Dungeness Valley Lutheran Church, a Washington nonprofit corporation

ARTICLE III

Duration

The Corporation shall continue perpetually.

ARTICLE IV

Purpose

A. **Organization.** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, but not limited to, the provision of affordable housing and housing-

related services to the people of Sequim and Clallam County, Washington, and to undertake any and all businesses or activities permitted to nonprofit corporations under the Washington Nonprofit Corporation Act (Chapter 24.03 RCW).

B. **Powers.** In carrying out these purposes, the Corporation may exercise all powers of a corporation organized under the nonprofit laws of the State of Washington, provided that the exercise of such powers is consistent with the purposes for which the Corporation is organized.

ARTICLE V

Prohibited Actions

A. **No Private Benefit.** No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any member, contributor, director, trustee, Officer, or other private individual, except as reasonable compensation for services actually rendered or as reimbursement for expenses actually paid on behalf of the Corporation.

B. **Influencing Legislation.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code of 1986 (as amended from time to time). The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. **Conducting Business.** Notwithstanding any other provision herein, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by a corporation which is tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation contributions to which 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).

D. **Self-dealing.** The Corporation shall not engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

E. **Required Distributions.** The Corporation shall make distributions at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

F. **Excess Business Holdings.** The Corporation shall not retain any excess business holdings, within the meaning of section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

G. **Investments.** The Corporation shall not make any investments that jeopardize the charitable purpose of the Corporation, within the meaning of section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

H. **Taxable Expenditures.** The Corporation shall not make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

Dissolution or Liquidation

Upon dissolution or liquidation of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of the Corporation shall be distributed to Dungeness Valley Lutheran Church, or, in the alternative, to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the registered office of the Corporation is then located, exclusively for such purposes or to one or more organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Registered Agent

The name and address of the registered agent of the Corporation is Dungeness Valley Lutheran Church, 925 North Sequim Avenue, Sequim, WA 98382.

ARTICLE VIII

Directors

The number of directors of the Corporation and the manner in which such directors are elected shall be as set forth in the Corporation's Bylaws. The names and addresses of the current directors are:

1. Gerald Enzenauer, Chairman, 20 Kiwi Lane., Sequim, WA 98382
2. Paul Wessel, Secretary, 200 Vista View Drive., Sequim, WA 98382\
3. Jim Jones, Treasurer, 211 Mt. Baker Drive., Sequim, WA 98382
4. John Beitzel, P.O. Box 3996, Sequim, WA 98382
5. Mike Flynn, 30 Shepherds Way., Sequim, WA 98382
6. Nancy Jacobson, 2340 Samara Place., Port Angeles, WA 98362
7. Russell Britton, Dungeness Valley Lutheran Church, P.O. Box 1916, Sequim, WA 98382
8. Jennifer Puff, 143 Lakeview Drive, Sequim, WA 98382
9. Amanda Rosenberg, 289 Dungeness Meadows, Sequim, WA 98382
10. Andra Smith, 343 Fox Hollow Road, Sequim, WA 98382
11. Samantha Troxler, 102 Silber Lane, Sequim, W 98382

The members of the board of directors shall hold office until their successors are elected and take office in the manner prescribed by the Bylaws.

ARTICLE IX

Incorporator

The names and address of the incorporator of the Corporation is Katrina F. Self, 1201 Pacific Avenue, Tacoma, WA 98402.

ARTICLE X

Limitation on Liability for Directors and Officers

A. **Lack of Personal Liability.** No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a Director or Officer, when conduct takes place on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director or

officer; (ii) unlawful distributions; or (iii) any transaction from which the director or officer will personally receive a benefit in money, property or service to which the director or officer is not legally entitled.

B. **Amendment of Act.** If the Washington Nonprofit Corporation Act is amended or superseded to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended or superseded.

C. **Repeal of Article.** Any repeal or modification of the foregoing Article shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or modification.

D. **Prior Acts.** This provision shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date this Article becomes effective.

ARTICLE XI

Indemnification of Directors and Officers

A. **Indemnification.** The Corporation shall indemnify its directors and officers against all liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with the Corporation or other firms or entities to the maximum extent and under all circumstances permitted by law if (i) the individual acted in good faith; and (ii) the individual reasonably believed that in the case of conduct in the individual's official capacity with the Corporation that such conduct was in the best interest of the Corporation, and in all other cases the individual's conduct was not at least opposed to the Corporation's best interests; and (iii) in the case of criminal proceedings, that the individual had no reasonable cause to believe the individual's conduct was unlawful. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises.

B. **Expenses.** The Corporation shall pay for or reimburse any expenses incurred by persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Washington Nonprofit Corporation Act, as may be amended or superseded.

C. **Limitations.** No indemnification shall be provided under this Section to any such individual if the Corporation is prohibited by the nonexclusive provisions of the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification or, if in the opinion of counsel, payment of such indemnification would subject the Corporation to imposition of excise taxes under the Internal Revenue Code or

would cause the Corporation to lose its exempt status from federal income taxation. The Corporation shall have no obligation to indemnify any director or officer for liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with the Corporation or other firms or entities for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director or officer; (ii) unlawful distributions; or (iii) any transaction from which the director or officer will personally receive a benefit in money, property or service to which the director or officer is not legally entitled.

D. **Non-exclusivity of Rights.** The right to indemnification and payment of expenses conferred in this Article XI shall not be exclusive of any other right which a person may have or hereunder acquire under any statute, provision of these Articles of Incorporation or the Corporation's Bylaws, agreement, vote of disinterested directors, or otherwise.

ARTICLE XII

Discretionary Indemnification of Employees and Agents

A. **Indemnification of Employees and Agents Permitted.** The Corporation may in its discretion, from time to time, by resolution of the Board of Directors, provide indemnification and pay expenses for employees and agents of the Corporation for all liability, damage, and expenses arising from or in connection with their service for, employment by, or other affiliation with the Corporation or other firms or entities to the maximum extent, on the same terms and conditions, and under all circumstances permitted for directors and officers under Article XI above.

THEREFORE, the incorporator has affixed her signature on _____, 2018.

Katrina F. Self
1201 Pacific Avenue
Tacoma, WA 98402