

FILED
SECRETARY OF STATE

OCT 07 2009

STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF

602 959 633

WESTERN CROSSING DEVELOPMENT

The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Non-Profit Washington Business Corporation Act, RCW 24.03.

**Article I
Name**

The name of the corporation is **WESTERN CROSSING DEVELOPMENT** “

**Article II
Purposes**

2.1 The Corporation is organized to develop a waterfront campus area for Western Washington University within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended. Without limiting the generality of the foregoing, the Corporation is formed to conduct the following:

- A. To seek and accept financial donations for the purposes of the Corporation;
- or B. To acquire and take by purchase, donation, devise, bequest, lease mortgage, lease, let, improve and develop the same to erect and maintain any necessary buildings and to take any gift or real or personal property, whether subject to any special trust or not, for any one or more of the objects of the Corporation;
- or C. To do any and all lawful activities which may be necessary, useful attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

2.2 All of the purposes and powers of the Corporation shall be exercised exclusively for the development of a waterfront campus area for Western Washington

University in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"), and that contribution to the Corporation shall be deductible under Section 170(c)(2) of the Code.

2.3 No Private Benefit. No part of the net earnings or income of the Corporation shall inure to the benefit of any private individual. Further, no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution or final liquidation of the Corporation or winding up its affairs. Notwithstanding the preceding, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

2.4 Legislation and Political Activities. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted under Section 501(c)(3) of the Code, and the Corporation shall not participate in or intervene (including the publication and distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for any public office.

Article III Limitation of Directors' Liability

A director shall have no liability to the Corporation or its members 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 for conduct violating RCW 24.03, 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. 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 IV Indemnification

The Corporation shall indemnify its directors against all liability, damage or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

Article V Registered Office & Agent

The name of the Registered Agent of the Corporation is Stephen G. Swan, Vice President for University Relations, Western Washington University. The street address of the Registered Office, which is also the address of the Registered Agent, is 516 High Street, Bellingham, Washington 98225.

Article VI Members

There shall be no shareholders of the Corporation. Rather, the Corporation members are Western Washington University, a Washington public university and the Port of Bellingham, a Washington municipal government.

Article VII Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws, but the number of directors constituting the initial Board of Directors shall be four (4). The name and address of the persons who are to serve as the initial directors until the first annual meeting of the directors are:

Peggy Zoro
Trustee
Western Washington University
516 High Street
Bellingham, Washington 98225

Scott L. Walker
Commissioner
Port of Bellingham
1801 Roeder Avenue
Bellingham, Washington 98227

Bruce Shepard
President
Western Washington University
516 High Street
Bellingham, Washington 98225

Fred Seeger
Interim Executive Director
Port of Bellingham
1801 Roeder Avenue
Bellingham, Washington 98227

Article VIII Amendment of Bylaws & Articles

Section 1. The power to adopt, alter, amend, or repeal the Bylaws or adopt new bylaws is set forth in the Bylaws.

Section 2. This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute.

Article IX Distribution of Assets Upon Liquidation or Dissolution

Upon dissolution of the Corporation, any net assets of the Corporation are to be distributed to the members, Western Washington University and the Port of Bellingham in such shares as the Board of Directors may decide.

Article X Perpetual Existence

This Corporation shall have a perpetual existence.

Article XI

Incorporators

The name and address of the Incorporators are:

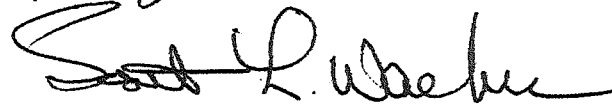
Peggy Zoro
Trustee
Western Washington University
516 High Street
Bellingham, Washington 98225

Scott L. Walker
Commissioner
Port of Bellingham
1801 Roeder Avenue
Bellingham, Washington 98227

IN WITNESS WHEREOF, the Incorporator has affixed his signature below on this 5th
day of October, 2009.



Peggy Zoro, Incorporator



Scott L. Walker, Incorporator