



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

THE ASSOCIATION OF GAY AND LESBIAN YOUTH ADVOCATES

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

Corporation Number: 2-378898-7

Date: October 15, 1986

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

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ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF GAY AND LESBIAN YOUTH ADVOCATES

ARTICLE I

Name

The name of the corporation is The Association of Gay and Lesbian Youth Advocates.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes

The objects and purposes for which this corporation is organized are:

1. To protect the interests of lesbian and gay youths; to prevent their exploitation; to promote their physical and mental well being; to identify the specific and special needs of this population; to educate the general public, appropriate agencies, and other concern groups about these needs; and to encourage, promote, and monitor the delivery of appropriate services to these young people.

2. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal

Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Restriction on Distribution of Earnings

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its 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 payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE V

Distribution on Dissolution

Upon the dissolution of this corporation, the board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the State of Washington for King County, 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 VI

Office and Registered Agent

The address of the initial registered office of this corporation and the name of the initial registered agent at the said

address are as follows:

Gretchen DeRoche
5202 N.E. 184th
Seattle, Washington 98155

ARTICLE VII

Members

The bylaws of this corporation shall provide whether or not there shall be members of this organization, and if so shall set forth the manner, qualifications, rights and responsibilities of such members.

ARTICLE VIII

Board of Directors

Three directors shall constitute the initial Board of Directors of this corporation. The Board of Directors may at any time, by amendment of the bylaws, be increased or decreased in number, except that the number shall not be less than three. The names and addresses of the persons who are to serve as directors until their successors are elected and qualify are:

1. Dr. Robert W. Deisher
19220 - 25th N.E.
Seattle, Washington
2. Gretchen DeRoche
5202 N.E. 184th
Seattle, Washington 98155
3. Jeffrey Sakuma
235 Belmont Avenue East
Seattle, Washington 98102

ARTICLE IX

Bylaws

The Board of Directors shall have the power to make, adopt, an amend the Bylaws of this corporation.


ARTICLE X

Incorporator

The name and address of the Incorporator of this corporation is as follows:

Michael Hughes
916 Queen Avenue North #202
Seattle, Washington 98109


IN WITNESS WHEREOF, we have hereunto set our hands and seals in duplicate at Seattle, Washington, this 29th day of September, 1986.


MICHAEL HUGHES

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, do hereby certify that on this 29th day of September, 1986, there personally appeared before me the within named MICHAEL HUGHES, to me known to be the individual described in and who executed the within and foregoing Articles of Incorporation, and acknowledged to me that he signed and sealed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand a notarial seal the day and year in this certificate above written.


NOTARY PUBLIC in and for the State of Washington, residing at Seattle.
My commission expires 1/27/89.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, GRETCHEN DE ROCHE, hereby consent to serve as Registered Agent, in the State of Washington, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to receive Service of Process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

DATED: Oct. 10, 1986

Gretchen DeRoche
GRETCHEN DeROCHE