

ARTICLES OF INCORPORATION
OF
NORTHWEST INDIAN HOUSING ASSOCIATION

The undersigned incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), adopts the following articles of incorporation:

Article I.

The name of the corporation shall be Northwest Indian Housing Association (the "Corporation").

Article II.

The period of duration of the Corporation shall be perpetual.

Article III.

This association is organized exclusively for charitable, religious, educational and scientific purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law). Chief among the purposes for which the Corporation is organized and operated is to protect and promote the interests of Indian Housing Authorities and to maintain a cooperative relationship with the United States Government consistent with the Native American Housing Assistance and Self-Determination Act of 1996, and the amendments, thereto, and other agreements as may arise with and among other federal, state or local housing agencies.

Article IV.

No part of the net earnings of the 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law).

Article V.

The qualifications of members, the application process, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be as set forth in the Bylaws.

Article VI.

The address of the initial registered office of the Corporation shall be 5514 31st Avenue NE, Seattle, Washington 98105-2301. The name of the initial registered agent of the Corporation at such address shall be Joseph B. Diehl.

Article VII.

The number of directors of this Corporation shall be fixed by the bylaws of this Corporation. The number of directors constituting the initial board of directors of the Corporation shall be seven (7) directors. The name and address of the persons who are to serve as the initial director of the Corporation are as follows:

Brook Kristovich, Executive Director
Spokane Indian Housing Authority
P.O. Box 195
Wellpinit, WA 99040

John Petrich, Executive Director
Swinomish Housing Authority
P.O. Box 677
LaConner, WA 98257

Audrey Grafstrom, Executive Director
Quileute Housing Authority
P.O. Box 159
LaPush, WA 98350

Nancy Michel
Colville Indian Housing Authority
P.O. Box 195
Inchelium, WA 99138

Connie Hoffman, Executive Director
Siletz Indian Housing Authority
P.O. Box 549
Siletz, OR 97380

Virginia Brings Yellow
Quinault Housing Authority
P.O. Box 189
Taholah, WA 98587

Martha Youckton, Executive Director
Coeur d'Alene Tribal Housing Authority
P.O. Box 267
Plummer, ID 83851

Article VIII.

1. **Limitation of Liability of a Director.** Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this article or may be amended from time to time), no present or future director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for any conduct as a director occurring after the date of the adoption of this article. No amendment to or repeal of this section shall adversely affect any right of protection of a director of the Corporation with respect to any acts or

omissions of such director occurring after the date of the adoption of this article and prior to such amendment or repeal of this section.

2. **Indemnification of Directors and Officers.** The Corporation shall indemnify any director (as that term is defined in RCW 23B.08.500, as presently in effect and as hereafter amended) or officer of the Corporation, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding (or a part of a proceeding) initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding or part of a proceeding was brought by a director or officer to enforce a claim for indemnification under this section and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

3. **Indemnification of Employees and Agents.** By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation.

4. **Notice.** Any indemnification of a director in accordance with this Article shall be reported to the Board of Directors (and to the members if any to the extent required by applicable law) in a written report describing the proceeding and the nature and extent of such indemnification.

5. **Advances.** Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation, shall be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided that the director or officer shall first promise in a writing delivered to the Corporation to repay all amounts advanced by the Corporation in the event that it is later determined that such director or officer is not entitled to be so indemnified. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation may be, but is not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation shall not advance any such funds unless the employee or agent promises in a writing delivered to the Corporation to repay all amounts advanced by the Corporation in the event that it is later determined that such employee or agent is not entitled to be so indemnified.

6. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation or is serving at the request or consent of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability

incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this article. In addition, the Corporation may 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 or desirable to effect the indemnification and advances contemplated in this article.

7. **Designation of Counsel.** The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

8. **Consistency With Applicable Law; Survival of Benefits.** The right to indemnification and limitation of liability conferred by this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification and limitation of liability conferred by this article shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9. **Nonexclusivity of Rights.** The rights conferred in this article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), the articles of incorporation, the bylaws of the Corporation, a vote of the Board of Directors or the members of the Corporation, or otherwise.

Article IX.

The name and address of the incorporator of the Corporation is as follows:

Joseph B. Diehl
5514 31st Avenue NE
Seattle, WA 98105-2301.

Article X.

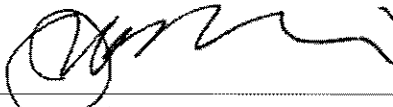
Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

Article XI.

Upon the dissolution of the Corporation, the 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 the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, 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 1986 (or the corresponding section of any future United States Internal Revenue law) as the directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court for King County, Washington, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 18th day of December, 1999.



Incorporator

Consent to Appointment as Registered Agent:

Joseph B. Diehl hereby consents to serve as registered agent for the nonprofit corporation Northwest Indian Housing Association.

By 

Joseph B. Diehl, Registered Agent

December 18, 1999

Date

Address of Registered Agent:

5514 31st Avenue NE
Seattle, WA 98105-2301

Articles