



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

AFRICAN AMERICAN HERITAGE MUSEUM

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

Corporation Number: 2-368141-4

Date: December 10, 1985

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

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266-271

Ralph Munro, Secretary of State

FILED
DEC 10 1965
SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

AFRICAN AMERICAN HERITAGE MUSEUM

I, the undersigned person, acting as an incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation shall be the African American Heritage Museum.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The address of the initial registered office of the corporation shall be 1515 24th South, Seattle, Washington. The name of the initial registered agent of the Corporation at such address shall be Omari Tahir Garrett.

ARTICLE IV

The purposes for which this Corporation is formed are exclusively charitable, educational, scientific and consist of the following:

A. The specific and primary purposes are:

(1) To develop and maintain a museum and cultural center devoted to African American heritage. The facility will provide a community focal point for the following activities: a permanent collection of African and Black American artifacts; art classes, emphasizing painting, sculpting, wood carving, and the making of African clothing; curating i.e. learning how to assess the value of art pieces, specializing in understanding and assessing the value of African and Black American art; art education, stressing proper preservation of valuable art objects, art collecting for tax purposes, and proper placement of art objects; living Black

Heritage classes, showing how to use the history of Black Americans in today's society, including emphasis on self-pride and motivation, Black family and lifestyle; counseling outreach for Black children, parents, and single adults; rental space for groups and organizations who support the expressed goals and objectives, and who can enhance the development, of the African American Heritage Museum; develop an economic arm to make and sell African artifacts, flags, furniture, paintings, woodcarvings, and other objects by local artists; display a permanent exhibit of local, national, and international forms, including a permanent gallery of works by African American artists, photographers, and others; available space for organizations not directly involved with art i.e. Black veteran support services, youth drug and alcohol treatment, etc.

(2) To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations located in the State of Washington and organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

(3) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or 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.

B. In furtherance, but not in limitation, of the foregoing charitable, educational, and scientific purposes, the corporation shall be able to exercise all the rights and powers conferred on corporations formed under the provisions of the Washington Nonprofit Corporations Act, Chapter 24.03 of the Revised Code of Washington; provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific purposes of the Corporation.

C. All of the foregoing purposes and powers shall be exercised exclusively for the charitable, scientific and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, and that contributions to the Corporation shall be 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 V

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 and state taxes 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 (b) by any 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 VI

The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational, and scientific purposes.

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 or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes.

In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law:

A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law;

B. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law;

C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law;

D. The Corporation will not make any jeopardizing investments in such manner as to subject it to tax under Section

4944 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law; and

E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this corporation is organized. Any assets not so disposed, including any assets held in trust by the Corporation which cannot be distributed without judicial intervention, shall be disposed by the superior court in the county in which the principal office of the Corporation is then located, exclusively to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII

The authorized number and qualifications of members of this corporation, if any; the different classes of membership, if any; the property, voting and other rights and privileges of members and their liability to dues and assessments, if any; and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the Corporation shall be six (6). The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charlie James	307 30th Ave #1, Seattle 98122
Earl Debnam	1803 31st S., Seattle 98144
Omari Tahir Garrett	424 24th E., Seattle 98112
Michael Greenwood	1415 29th Ave, Seattle 98122
Lawrence Robinson	1803 31st S., Seattle 98144
Greg Anderson	1803 31st S., Seattle 98144

The number, terms, manner of selection, and criteria for removal of directors shall be as set forth in the Bylaws as adopted by the initial Board of Directors, or as thereafter amended.

ARTICLE IX

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.

ARTICLE X

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

<u>NAME</u>	<u>ADDRESS</u>
Omari Tahir Garrett	424 24th East, Seattle, 98122

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation this 10 day of December, 1985.

Omari Tahir Garrett

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

This is to certify that on this 10 day of December, 1985, there appeared personally before me, Omari Tahir Garrett, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged and declared to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, the day and year first above written.

Karen L. Dixon
NOTARY PUBLIC in and for
the State of Washington
residing at Edmonds
My commission expires: 12-26-87

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Omari Tahir Garrett, hereby consent to my appointment as registered agent of the above-named Corporation, and will serve as such at the above-described registered office until my successor is duly designated by said Corporation.

Omari Tahir Garrett
Date: Dec 10, 1985