

601 115 200

ARTICLES OF INCORPORATION
OF

FILED

OCT 14 1988

SECRETARY OF STATE
STATE OF WASHINGTON

THE UNIVERSITY OF WASHINGTON FOUNDATION

The undersigned, in order to form a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby sign and verify the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is The University of Washington Foundation.

ARTICLE II

Membership

The corporation shall have no voting members.

ARTICLE III

Duration

The duration of the corporation shall be perpetual.

ARTICLE IV

Registered Office and Agent

The initial registered office of the corporation is 2600 Century Square, 1501 Fourth Avenue, Seattle, Washington 98101-1688 and the initial registered agent at such address is DWTR&J Corp., a Washington corporation.

ARTICLE V

Purposes, Limitations and Powers

Section 1. Purposes. The purpose of the corporation shall be to operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended, or any successor provision or code). The primary purposes of the corporation shall be to solicit private contributions to, or for the benefit of, the University of

Washington; to receive, hold, invest and administer contributions and other property; to make expenditures to, or for the benefit of, the University of Washington; and to otherwise promote and support, directly or indirectly, the purposes of the University of Washington.

Section 2. Limitations.

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the corporation, or of any private individual.

2.2 No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the board of directors to the University of Washington for the purposes designated by the donors.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (as now stated or as hereafter amended, or any successor code), or by an organization contributions to which are deductible under Section 170(c)(2) of such Code.

Section 3. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purpose.

ARTICLE VI

Limitation of Directors' Liability

A director shall have no liability to the corporation 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 any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. 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 VII

Indemnification of Directors and Officers

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided,

however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding. The corporation may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. 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 to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE VIII

Directors

Section 1. Board of Directors. The management of the corporation will be vested in a board of no fewer than thirty (30) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by, or prescribed in the manner set forth in, the Bylaws of the corporation.

Section 2. Names and Addresses of Directors. The names and addresses of the directors who will manage the affairs of

the corporation until the first annual meeting of the board of directors as provided in the Bylaws, and until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Nancy Alvord	5601 NE Ambleside Road Seattle, WA 98105
R. J. H. (John) Bollard	University of Washington 205 Guggenheim, fs-10 Seattle, WA 98195
Dr. Andrew F. Brimmer	4400 MacArthur Blvd, Suite 302 Washington, D.C. 20007
Arthur W. Buerk, Jr.	First Interstate Center 999 Third Avenue, Suite 1001 Seattle, WA 98104
Thomas J. Cable	777 - 108th Avenue NE #2300 Bellevue, WA 98004
William M. Clements	705 East Ajo Way P.O. Box 27506 Tucson, AZ 85726
James R. Collier	300 Administration Bldg., AI-10 Seattle, WA 98195
Dr. John E. Corbally, Jr.	140 S. Dearborn St., #700 Chicago, IL 60603
Marilyn Batt Dunn	University of Washington Office of Development 407 Administration Bldg., AI-10 Seattle, WA 98195
Richard L. Eberharter	1115 NW 51st Street Seattle, WA 98107
John B. Fery	One Jefferson Square P.O. Box 50 Boise, ID 83728
Lex Gamble	520 Madison Avenue New York, NY 10022

Jean Gardner	State of Washington Executive Mansion Olympia, WA 98504
Michael Garvey	1011 Western Avenue Seattle, WA 98104
William P. Gerberding	University of Washington 301 Administration Bldg., AH-30 Seattle, WA 98195
Gerald Grinstein	3800 Continental Plaza 777 Main Street Fort Worth, TX 76102
Luke S. Helms	P.O. Box 3586 Seattle, WA 98124
Francis Jungers	P.O. Box 16386 Portland, OR 97216
James W. Kenyon	911 Wilshire Blvd. Los Angeles, CA 90017
Donald B. Kraft	190 Queen Anne Avenue N Seattle, WA 98109-4924
James G. McCurdy	705 - 2nd Avenue, #815 Seattle, WA 98104
John D. Mangels	P.O. Box 3966, T-24 Seattle, WA 98124
Yoshihiko Miyauchi	World Trade Center Bldg. 2-4-1 Hamamatsu-Cho, Minato-Ku Tokyo, JAPAN 03-435-6606
Thomas H. Nielsen	550 Newport Center Drive P.O. Box 1 Newport Beach, CA 92658-8904
John N. Nordstrom	1501 - 5th Avenue Seattle, WA 98101
Donald E. Petersen	American Road P.O. Box 1899 Dearborn, MI 48121-1899
Robert F. Philip	1620 - 43rd Avenue E, #16B Seattle, WA 98112

David A. Sabey	201 Elliott Avenue W, #400 Seattle, WA 98119
Herman Sarkowsky	3330 Rainier Bank Tower Seattle, WA 98101
Janet Skadan	East 1514 Woodcliff Road Spokane, WA 99203
Paul W. Skinner	711 Skinner Bldg. 1326 Fifth Avenue Seattle, WA 98101
Samuel N. Stroum	1001 Fourth Ave. Plaza, #3714 Seattle, WA 98154
Tallman Trask, III	University of Washington 306 Administration Bldg., AH-05 Seattle, WA 98195
Michael E. Whitcomb, M.D.	University of Washington SC-61 Seattle, WA 98195
Laurel L. Wilkening	University of Washington 301 Administration Bldg., AH-20 Seattle, WA 98195

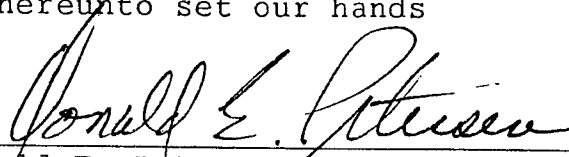
ARTICLE IX

Amendment of Articles of Incorporation and Bylaws

Section 1. Articles of Incorporation. The authority to make, alter, amend or repeal the Articles of Incorporation of the corporation is vested in the board of directors, and may be exercised at any regular or special meeting of the board of directors; provided, that before any alteration, amendment or repeal of the corporation's Articles of Incorporation takes effect, any such alteration, amendment or repeal must be approved by the Board of Regents of the University of Washington.

Section 2. Bylaws. The authority to make, alter, amend or repeal the Bylaws of the corporation is vested and may be exercised in the manner set forth in the Bylaws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands
this 12th day of October, 1988.



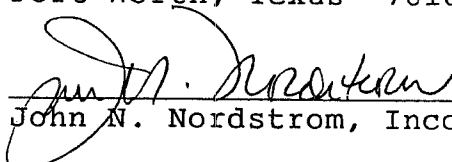
Donald E. Petersen, Incorporator

Address: Ford Motor Company
American Road
Dearborn, Michigan 48121



Gerald Grinstein, Incorporator

Address: 3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102



John N. Nordstrom, Incorporator

Address: 1501 Fifth Avenue
Seattle, Washington 98101

CONSENT TO SERVE AS REGISTERED AGENT

DWTR&J Corp., a Washington corporation, hereby consents to serve as Registered Agent, in the State of Washington, for the following corporation: The University of Washington Foundation. DWTR&J Corp. understands that as agent for the corporation, it will be its 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 its resignation, or of any changes in the registered office address of the corporation for which it is agent.

October 12, 1988

DWTR&J Corp., a Washington
corporation

By Mitchell J. Clayton
Its Vice President

Registered Office Address: 2600 Century Square
1501 Fourth Avenue
Seattle, Washington 98101-1688