



Office of the Secretary of State  
Corporations & Charities Division

Physical/Overnight address

801 Capitol Way S  
Olympia, WA 98501-1226  
Tel: 360.725.0377

Mailing Address

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Olympia, WA 98504-0234  
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This Box For Office Use Only

**FILED**

Secretary of State  
State of Washington  
Date Filed: 03/01/2022  
Effective Date: 03/01/2022  
UBI No: 604 884 110

Filing Fee \$30

To Expedite Filing Add \$50

**ARTICLES OF INCORPORATION**  
**Washington Nonprofit Corporation**  
**Miscellaneous and Mutual**  
**RCW 24.06**

**All fields required unless otherwise specified**

**(1) Do you already have a UBI Number?** (Check one)  Yes  No If Yes, provide UBI # \_\_\_\_\_

If No, a new UBI# will be issued to you upon successful completion of the filing.

**(2) ENTITY NAME:** Burton Water Cooperative

**For name requirements review the following RCW(s): RCW 23.95.305**

Does the entity have a name reserved? (Check one)  Yes  No

If Yes, provide the Name Reservation Number and Name above. If No, provide only the name above.

Reservation Number: \_\_\_\_\_

**(3) PURPOSE OF CORPORATION: \*Purpose for which the nonprofit is organized**

The purposes for which the Cooperative is organized is:

Operate a community water system. See attached for other provisions

**Any other provisions:** Attach if necessary

**(4) PERIOD OF DURATION:** Please check **ONE** of the following

This Corporation shall have a perpetual duration (default)  This Corporation shall have a duration of \_\_\_\_\_ years.

This Corporation shall expire on \_\_\_\_\_

**(5) EFFECTIVE DATE:** Please check **ONE** of the following:

Date of filing  Specify a date \_\_\_\_\_ cannot be more than 90 days following received date

**(6) REGISTERED AGENT:**

Is the Registered Agent a Commercial Registered Agent?  Yes  No

If Yes, provide the name of the Commercial Registered Agent: \_\_\_\_\_

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent has the entities/individual's address on record with the office.

**A Registered Agent consent is still required for a Commercial Registered Agent located below.**

If No, please continue below

Please complete **ONE** type of Registered Agent below. Be sure to include the name below the checked box. Then continue to provide the required street address. Mailing address if needed.

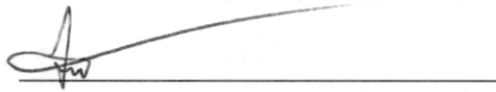
<input type="checkbox"/> <b>Individual</b> _____ First and last name of a Non-commercial Registered Agent. (Any person not registered as a Commercial Registered Agent.)	<input checked="" type="checkbox"/> <b>Entity</b> Northwest Cooperative Development _____ Name of a Non-commercial Registered Agent. (Any business not registered as a Commercial Registered Agent.)	<input type="checkbox"/> <b>Office or Position</b> _____ List the Office or Position serves as agent. (Only if using the specific office or position as the registered agent, no matter who holds the position like: Secretary, Member or Treasurer.)
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Phone: 360.570.8415 Email: sam@nwcdc.coop

<b>Registered Agent Street Address (required)</b> (Must be a physical address No PO Box or PMB) Country: <u>United States</u> State: <u>Washington</u> Address : <u>407 4th Avenue East Suite 201</u> _____ Zip: <u>98501</u> City: <u>Olympia</u>	<b>Registered Agent Mailing Address (optional)</b> <input type="checkbox"/> Check if mailing address is the same as street address Country: <u>United States</u> State: <u>Washington</u> Address : <u>P.O. Box 256</u> _____ Zip: <u>98501</u> City: <u>Olympia</u>
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**CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES**

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

 \_\_\_\_\_ FRED MEDICOTT \_\_\_\_\_ 3/1/2022  
Signature of Registered Agent Printed Name/Title Date

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**(7) INITIAL BOARD OF DIRECTORS: \*Name and address of each initial director are required.  
Attach an additional sheet if necessary.**

**Name:** Donald Furman **Address:** 9035 SW Bayview Drive  
**City** Vashon **State** WA **Zip** 98070

**Name:** Benjamin Lee **Address:** 9733 SW Harbor Dr  
**City** Vashon **State** WA **Zip** 98070

**Name:** Chuck Weinstock **Address:** 24010 99th Ave SW  
**City** Vashon **State** WA **Zip** 98070

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**(8) DISTRIBUTION OF ASSETS:**

In the event of voluntary dissolution, the net assets will be distributed as follows:

All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision made therefore

Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

Remaining assets, if any, to the members prorated in accordance with their respective membership interests

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**(9) QUALIFICATIONS, RIGHTS & RESPONSIBILITIES OF MEMBERS: RCW 24.06.025(4)**

Provide the manner of election, appointment, or admission to membership and termination of membership, if there is more than one class of members or if the members of any one class are not equal. The relative rights and responsibilities of each class or member: **Attached an additional sheet if necessary.**

See attached

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**(10) DISSENTION:**

Do dissenting shareholders or members have limited return of less than the fair value? (check one):  Yes  No

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**(11) CAPITAL STOCK:**

Will the entity have capital stock? (check one):  Yes  No **If No is selected continue to (12)**

If Yes aggregate number of Authorized Shares\* \_\_\_\_\_

- Are there any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation? (check one):  Yes  No
- Will there be more than 1 class of shares? (check one):  Yes  No
- If only 1 class, select the value, **then continue to (12)**. (check one):  Par Value: \_\_\_\_\_  Without Par Value
- If shares are divided into multiple classes an attachment stating the number of shares of each class, the par value of the shares or that the shares are without par value and an outline of RCW 24.06.025(5)(b)(c), must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.

Please refer to RCW 24.06.025 and RCW 24.06.070

**(12) DISTRIBUTION OF SURPLUS:**

Will the entity distribute surplus funds to its members, stockholders, or other persons? (check one):  Yes  No

If Yes, provide the provisions for determining the amount and time of distribution: \_\_\_\_\_

See attached

**(13) RETURN ADDRESS FOR THIS FILING: (Optional)**

This address will be sent document(s) regarding this specific filing in addition to document(s) being sent to the Registered Agent's street/ mailing address.

Attention to: \_\_\_\_\_ Email: \_\_\_\_\_

Address: \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

**(14) INCORPORATOR INFORMATION:**


**Name, address, and signature required. Attach additional sheets if necessary.**

**I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.**

Name: Fred Medicott \_\_\_\_\_

Address: P.O. Box 256 \_\_\_\_\_

City Olympia State WA Zip 98501 Country USA \_\_\_\_\_

 \_\_\_\_\_ Fred Medicott \_\_\_\_\_ 2.1.22 FM

**Signature of Incorporator**

**Printed Name/Title**

**Date**

### 3: Purposes

The Cooperative is organized for the purpose of operating a community water system for Burton property owners who want clean, sustainable and affordable water service on a co-operative basis.

Further, the Cooperative may purchase property from and sell property to members, or to members and other patrons, and perform labor for or render other services to members and other patrons as allowed for by the Cooperative bylaws.

In furtherance of the foregoing purposes, the Cooperative shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon a Cooperative organized under the laws of Washington. The Cooperative may do and perform, either for itself or its members, directly or indirectly, any and all things, and may exercise any and all powers, as may be necessary, convenient or conducive to accomplish any or all of the Cooperative's purposes. The Cooperative shall have such incidental owners, as may be necessary or convenient to accomplish any or all of its purposes.

### 9: Additional Initial Board of Directors

Lisa Fitzhugh	James Culbertson	William Shadbolt	Dawn Kerber
522 19 <sup>th</sup> Ave.	23501 107 <sup>th</sup> Ave SW	7683 SE 27 <sup>th</sup> St, 125	24002 Vashon Hwy SW
Seattle	Vashon	Mercer Island	Vashon
WA, 98122	WA, 98070	WA, 98040	WA, 98070

### 9: Member Qualifications, Rights, Responsibilities

The voting rights of the members of the Cooperative shall be equal, and no member shall have more than one vote.

Any person 18 years old or older who meets any membership qualifications established in the bylaws shall be qualified to become a member upon paying the membership dues. The amount, method and time of payment of all dues shall be determined by the board of directors and may change periodically.

A membership in the Cooperative association may be held only by a person qualified to be a member of the Cooperative association and may not be transferred, except as may be provided for in the Bylaws.

In the event a member shall cease to be a member of the Cooperative association, the former member shall have no rights or privileges on account of

the membership or vote or voice in the management or affairs of the Cooperative association, other than the right to participate in accordance with law in case of dissolution.

Any other capital accounts in the Cooperative association of a member who is terminated or withdraws shall be handled in accordance with policies established by the Cooperative association in its bylaws or by its board of directors.

## **12: Distribution of Surplus**

The Cooperative shall operate on a cooperative basis and in accordance with Subchapter T of the Internal Revenue Code. After any reductions for reserves, retained earnings, or other stated business purposes, the patronage net income ("Net Margins") of the Cooperative shall be allocated to the consumer members in proportion to their patronage. The Board shall adopt rules for the payment of patronage dividends to individual members. Such rules shall assure that payment of patronage dividends do not impair the financial condition of the Cooperative.