

ARTICLES OF INCORPORATION
OF
NORTHWEST WASHINGTON MEDICAL SOCIETY
(a Nonprofit Corporation)

That the undersigned, APRIL METZ de MONTIEL, for the purpose of updating the corporation under the nonprofit laws, RCW 24.03A, of the state of Washington, states:

ARTICLE I.

The name of the corporation shall be NORTHWEST WASHINGTON MEDICAL SOCIETY, INC.

ARTICLE II.

The period of duration of the corporation shall be perpetual.

ARTICLE III.

The purposes for which the Corporation is organized are as follows:

1. To promote the dignity, maintain the ethics and elevate the standard in every possible way of the medical profession generally and particularly in Whatcom and San Juan Counties Washington, to the end that the profession may receive the respect and support within its own ranks and from the community, to which it is entitled.
2. To receive gifts and devises, to purchase, hold, and convey real and personal property as the purposes of the Corporation may require.
3. To demand assessments of members and sell or forfeit their interests in the Corporation for default.
4. To borrow money on notes or bonds or debentures of the Corporation and to execute mortgages, loans, and any and all obligations to secure the same.
5. To do and perform any and all things necessary, proper, or convenient for the carrying out or accomplishment of the objects above specified or incidental thereto and to possess all the rights, powers, and authority granted to like corporations under the laws of the State of Washington and the laws amendatory thereto.

ARTICLE IV.

The affairs of the corporation shall be managed by the officers and directors of the corporation in accordance with the laws of the State of Washington, these Articles and the Bylaws and Constitution of the corporation, as amended from time to time. Upon dissolution of the corporation, the assets shall be distributed in accordance with RCW 24.03.225 as presently enacted or hereafter amended.

ARTICLE V.

The corporation shall have such class or classes of members provided for in the Constitution. Membership shall be limited to physicians and physician assistants licensed to practice in the State of Washington, with their practice located in such areas as provided for in the Constitution. The qualifications and rights of the members shall be established by these Articles of Incorporation, the Bylaws and Constitution of the corporation and the rules and regulations as may from time to time be adopted by the Directors of the corporation in accordance with the corporate bylaws. The corporation may, but is not required to, issue certificates evidencing membership in the corporation.

ARTICLE VI.

The address of the initial Registered Office and mailing address of the corporation shall be 2219 Rimland Drive Suite 301, Bellingham, WA. 98226 and the mailing address and the name of the initial Registered Agent of the corporation, at such address, shall be APRIL METZ de MONTIEL.

ARTICLE VII.

This being a non-profit corporation, it has no capital stock. The funds for meeting the expenses of the corporation shall be raised by annual dues, special assessments, and voluntary contributions.

ARTICLE VIII.

The number of Directors constituting the Board of Directors of the corporation shall be five (5) or such greater number, not to exceed twenty (20), as the membership may from time to time determine. The names and addresses of the persons who are to serve as Directors of the corporation are as follows:

NAME	ADDRESS
Dina J. Levin, MD	4465 Cordata Parkway, Suite 102 Bellingham, WA 98226
Garrett Jeffery, DO FAAFP	4545 Cordata Parkway, Suite 2C Bellingham, WA 98226

Dr. Kim Koyamatsu, MD	3227 Eagleridge Way Bellingham, WA 98226
Megan Ellingsen, MD	2800 Douglas Avenue Bellingham, WA 98225
Marta Kazymyra, MD	9616 Harvey Road Blaine, WA 98230
Gary A. Goldfogel, MD	1500 State Street, Suite 200 Bellingham, WA 98225
Ken Bachenberg, MD	1905 East Lopez Court Bellingham, WA 98226
Laura Backer, MD	2930 Squalicum Parkway, Suite 101 Bellingham, WA 98225
Edward Bloom, MD	3500 Orchard Place Bellingham, WA 98225
Carrie Matthews MD	1117 Spring Street Friday Harbor, WA 98250
Joy Makdisi, MD	4540 Cordata Pkwy Suite 101 Bellingham, WA 98226

ARTICLE IX.

To the fullest extent permitted by Washington law, as it now exists or may hereafter be amended, a Director of this corporation shall not be personally liable to the corporation or its members for monetary damages for conduct while serving as a member of the Board of Directors, except that this provision shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct by a Director, or a knowing violation of law by a Director, or liability for any transaction from which the Director will personally receive benefit in money, property or services to which the Director is not legally entitled. This provision shall not eliminate or limit the liability of a Director for any act or omission occurring prior to the date of enactment of this provision. Any amendment or repeal of this Article shall not adversely affect any right or protection of a Director of the corporation existing at the time of such amendment.

ARTICLE X.

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

APRIL METZ de MONTIEL	2219 Rimland Drive, Suite 301 Bellingham, WA 98226
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ARTICLE XI.

In the event the corporation is dissolved, the net assets of the corporation are to be distributed to a nonprofit health-related service organization.

DATED this ___ day of March 2023

APRIL METZ de MONTIEL

STATE OF WASHINGTON)
) ss.
COUNTY OF WHATCOM)

APRIL METZ de MONTIEL, being first duly sworn on oath, deposes and says: That she is the Incorporator in the above and foregoing Articles of Incorporation of Whatcom County Medical Society, Inc., a nonprofit corporation, that she has read the contents thereof and believes the same to be true and correct.

APRIL METZ de MONTIEL

Subscribed and sworn to before me this ____ day of MARCH 2023.

NOTARY PUBLIC for the State
of Washington.
My appointment expires: