

ARTICLES OF INCORPORATION
OF
WHATCOM COUNTY MEDICAL SOCIETY
(a Nonprofit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, CHARLES S. BEARD, for the purpose of forming a corporation under the nonprofit laws, RCW 24.03, of the state of Washington, states:

ARTICLE I.

The name of the corporation shall be WHATCOM COUNTY 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 County, 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 trustees 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 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 trustees 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 of the corporation shall be 3000 Northwest Avenue, Bellingham, WA 98225, mailing address of Caller Service 9953, Bellingham, WA 98227-9953, and the name of the initial Registered Agent of the corporation, at such address, shall be CHARLES S. BEARD.

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 trustees constituting the Board of Trustees 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 the initial trustees of the corporation are as follows:

NAME	ADDRESS
Dr. Kenneth B. Gass	3149 Ellis Street Bellingham, WA 98225
Dr. Roland S. Trenouth	3149 Ellis Street, Suite 201 Bellingham, WA 98225

Dr. S. Gregory Hipskind

1706 D Street
Bellingham, WA 98225

Dr. Robert P. Gibb

D-10, Medical Center
Bellingham, WA 98225

Dr. William W. Winter

3149 Ellis Street
Bellingham, WA 98225

ARTICLE IX.

To the fullest extent permitted by Washington law, as it now exists or may hereafter be amended, a Trustee 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 Trustees, except that this provision shall not eliminate or limit the liability of a Trustee for acts or omissions that involve intentional misconduct by a Trustee, or a knowing violation of law by a Trustee, or liability for any transaction from which the Trustee will personally receive benefit in money, property or services to which the Trustee is not legally entitled. This provision shall not eliminate or limit the liability of a Trustee 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 Trustee 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:

CHARLES S. BEARD

3000 Northwest Avenue
Bellingham, WA 98225

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 25th day of May, 1988

CHARLES S. BEARD

STATE OF WASHINGTON)
) ss.
COUNTY OF WHATCOM)

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

CHARLES S. BEARD

Subscribed and sworn to before me this 25th day of May, 1988.

MICHAEL D. PLENKOVICH

NOTARY PUBLIC for the State
of Washington.

My appointment expires: April 22, 1989