

WASHINGTON NONPROFIT CORPORATION

ARTICLES OF INCOPORATION

OF

DES MOINES POLICE FOUNDATION

(SUPPLEMENTAL PAGES)

ARTICLE IV. PURPOSE (Continued)

The purposes for which this Foundation is formed is to raise awareness and provide recognition and support for the Des Moines Police Department by receiving and administering funds exclusively for charitable, scientific, or educational purposes, without pecuniary gain or profit (either direct or indirect) to its members, all within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and consist of the following:

A. The Foundation shall accomplish its purposes and provide supplemental funding to Des Moines Police Department ("DMPD") programs and initiatives not fully funded by the City of Des Moines, as follows:

1. Enhance DMPD Personnel. Aiding the DMPD in providing supplemental funding and opportunity to DMPD personnel to enhance their personal and professional development through increased access to training, educational courses or programs, lectures, panels, discussions, or forums which would advance the development and effectiveness of DMPD personnel, whether by arranging for payment of tuition, travel or related costs or by contracting for educational services and payment of related costs associated with sponsoring the educational event or program.
2. Recognition. Establishing a mechanism to consistently and effectively recognize those DMPD officers and employees who provide exemplary service to the DMPD and the community.
3. New Technology. Providing supplemental funding for technological tools such as software and hardware and providing funding for costs associated with their installation.
4. Public Safety. Increasing public safety in the City of Des Moines through the financial supplemental support of special projects, crime prevention efforts or community education and outreach. The Foundation shall not fund any ongoing programs, efforts or initiatives, but shall be used as a resource to fund pilot projects and special initiatives.
5. Communications with Community. Enhancing communication between DMPD and all of Des Moines through information sharing, promoting DMPD initiatives and outreach.
6. Grants, Gifts and Contributions. Receiving grants, gifts, contributions from individuals, private organizations, public sources and any agency of the City of Des

Moines, State of Washington, or the United States of America, and to apply, pay over or disburse those gifts, contributions and grants or their proceeds to the benefit of the people residing, working or visiting the City of Des Moines. This objective will be furthered by funding, assisting or undertaking projects and activities designed to strengthen the services, organization, performance, competence, integrity and professionalism of DMPD.

7. Research. Pursuing independent research, studies, projects and programs to assist and improve DMPD and its facilities, operations, effectiveness, membership and the public understanding thereof, whether initiated or conducted by the Foundation, DMPD, its membership or otherwise.

8. Activities to Accomplish Objectives. Carrying on any activity and disbursing all funds received which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the aforesaid purposes without limitation, 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 provided that no such activity shall be such as is not permitted by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or any corresponding future provision of said code.

9. Bereavement and Benevolence. A portion of the Corporation's assets shall be reserved to aid officers and their immediate family to gain access to mental health counseling, and help cover travel, funeral, and other miscellaneous expenses incurred by the fallen officer's family in the case of a line of duty death. In the case of a line of duty death, the Corporation may hire private mental health professionals to aid in debriefing department staff. The Corporation may create a fund separate from the Corporation's assets, where gifts may be collected and then distributed to the family of the fallen officer.

B. The Foundation shall not do the following:

1. Normal Operating Programs. Financial support to DMPD from the Foundation shall not be used to supplant any normal operational program(s) or any portion of DMPD's normal operating budget. Decisions will be made on a case-by-case basis by the majority vote of the Board of Directors as to support for specific programs fully cut from the City's budget.
2. Individual Benefit. No part of the assets or net earnings of this Foundation shall inure to the benefit of any private individual, and no Director or Officer of the Foundation shall receive any pecuniary benefit from the Foundation, except such reasonable compensation as may be allowed for services actually rendered to the Foundation.
3. Maintenance of New Technologies. The Foundation shall not fund any perpetual maintenance costs associated with the installation or purchase of new technologies.

Article 5. DISSOLUTION (CONTINUED)

dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) as the directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court for King County, Washington, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

Article 6. BOARD OF DIRECTORS (CONTINUED)

Wayne Corey 21900 11th Ave South
Des Moines, WA 98198

Monica Cripe
21900 11th Ave South
Des Moines, WA 98198

George Jacobowitz 21900 11th Ave South
Des Moines, WA 98198

Janel Stoneback 21900 11th Ave South
Des Moines, WA 98198

Dan Johnson 21900 11th Ave South
Des Moines, WA 98198

Scott Gifford 21900 11th Ave South
Des Moines, WA 98198

Lowell Lucas 21900 11th Ave South
Des Moines, WA 98198

Jim Polhamus 21900 11th Ave South
Des Moines, WA 98198

**ARTICLES OF INCORPORATION
OF
DES MOINES POLICE FOUNDATION**

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to the Washington Nonprofit Corporation Act (Revised Code of Washington, Chapter 24.03) hereby sign and verify the following Articles of Incorporation for such corporation:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is Des Moines Police Foundation

ARTICLE II. EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation will be upon filing by the Secretary of State.

ARTICLE III. TENURE

The period of duration of this Corporation shall be perpetual.

ARTICLE IV. PURPOSES, POWERS, AND LIMITATIONS

SECTION I – Purposes

The purposes for which this Foundation is formed is to raise awareness and provide recognition and support for the Des Moines Police Department by receiving and administering funds exclusively for charitable, scientific, or educational purposes, without pecuniary gain or profit (either direct or indirect) to its members, all within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and consist of the following:

A. The Foundation shall accomplish its purposes and provide supplemental funding to Des Moines Police Department ("DMPD") programs and initiatives not fully funded by the City of Des Moines, as follows:

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5. Communications with Community. Enhancing communication between DMPD and all of Des Moines through information sharing, promoting DMPD initiatives and outreach.
6. Grants, Gifts and Contributions. Receiving grants, gifts, contributions from individuals, private organizations, public sources and any agency of the City of Des Moines, State of Washington, or the United States of America, and to apply, pay over or disburse those gifts, contributions and grants or their proceeds to the benefit of the people residing, working or visiting the City of Des Moines. This objective will be furthered by funding, assisting or undertaking projects and activities designed to strengthen the services, organization, performance, competence, integrity and professionalism of DMPD.
7. Research. Pursuing independent research, studies, projects and programs to assist and improve DMPD and its facilities, operations, effectiveness, membership and the public understanding thereof, whether initiated or conducted by the Foundation, DMPD, its membership or otherwise.

8. Activities to Accomplish Objectives. Carrying on any activity and disbursing all funds received which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the aforesaid purposes without limitation, 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 provided that no such activity shall be such as is not permitted by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or any corresponding future provision of said code.

B. The Foundation shall not do the following:

1. Normal Operating Programs. Financial support to DMPD from the Foundation shall not be used to supplant any normal operational program(s) or any portion of DMPD's normal operating budget. Decisions will be made on a case-by-case basis by the majority vote of the Board of Directors as to support for specific programs fully cut from the City's budget.
2. Individual Benefit. No part of the assets or net earnings of this Foundation shall inure to the benefit of any private individual, and no Director or Officer of the Foundation shall receive any pecuniary benefit from the Foundation, except such reasonable compensation as may be allowed for services actually rendered to the Foundation.
3. Maintenance of New Technologies. The Foundation shall not fund any perpetual maintenance costs associated with the installation or purchase of new technologies.

Section 2. Powers

The Corporation may engage in all activity lawful under RCW 24.03.015, except where such activity would conflict with Section 501 (c) (3) of the Internal Revenue Code.

In general, and subject to 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 purposes set forth above or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Section 3. Limitations

I. 501(c)(3) Exemption

All of the purposes and powers of the Foundation shall be exercised exclusively for charitable, educational and scientific purposes in such manner that the Foundation shall qualify as an exempt

organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and that contributions to the Foundation shall be deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

II. Politics

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law. The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

III. Activities of a Corporation

Notwithstanding any other provisions of these Articles, the Foundation shall not carry on any activities not permitted for or:

- A. By a Corporation exempt from federal and state income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law; or
- B. By a Corporation, contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

IV. Restrictions

No part of the funds or assets of the Foundation shall inure to the benefit of, or be distributed to, its trustees, directors, officers, or other private persons, except that the Foundation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The Foundation gifts, contributions or grants of money or property are subject to restrictions to prevent detriment to the general welfare of DMPD or the public at large.

ARTICLE V. DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) as the directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court for King County, Washington, exclusively for such

purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI. DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be no less than five (5) and no more than eleven (11) Directors.

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of Directors shall be as set forth in the Bylaws of the Foundation.

ARTICLE VII. DIRECTOR LIABILITY LIMITATIONS

Directors 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 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.

Directors of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation 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.

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification of Employees and Agents

By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interest of the corporation.

Section 2. Notice

Any indemnification of a director in accordance with this Article shall be reported to the Board of Directors (and to the members (if any) to the extent required by applicable law) in a written report describing the proceeding and the nature and extent of such indemnification.

Section 3. Advances

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reasons of the position held by such person or entity in the Corporation, may be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided that the director or officer shall first promise in a writing delivered to the Corporation to repay all amounts advanced by the corporation in the event that it is later determined that such director or officer is not entitled to be so indemnified.

Section 4. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation or is serving at the request or consent of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such persons because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this article. In addition, 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 other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this article.

Section 5. Designation of Counsel

The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any persons or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Section 6. Non-exclusivity of Rights

The rights conferred in this article shall not be exclusive of any other rights which any persons may have or acquire under any applicable law (as presently in effect and as hereafter amended), the

Articles of Incorporation, the By-Laws of the Corporation, a vote of the Board of Directors or the members of the corporation, or otherwise.

ARTICLE IX. BYLAWS

The Board of Directors may adopt Bylaws of the Foundation 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. The authority to make, alter, amend or repeal Bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

ARTICLE X. INCORPORATOR

The registered office of the Corporation is 21900 11th Ave South, Des Moines, WA 98198, and the registered agent at such address is Ellie Hooman.

[Date] was the date of the meeting of members at which the amendment was adopted. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

Dated this 24 day of April, 2014.



Scott Gifford
President, Board of Directors