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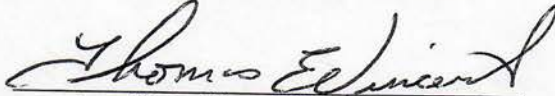
DEC 02 2002

**ARTICLES OF INCORPORATION
OF
Washington Elementary Chess Champions**

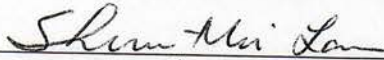
We, the undersigned, acting as incorporators of a corporation under the provisions of the Washington nonprofit corporation act, adopt the following Articles of Incorporation for such corporation.



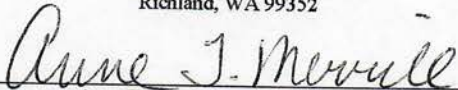
David M. Merrill (President)
513 Wagon Ct
Richland, WA 99352



Thomas Vincent (Vice President)
709 Benham
Richland, WA 99352



Shun-Mei Lan (Secretary)
2878 Troon Ct.
Richland, WA 99352



Anne T. Merrill (Treasurer)
513 Wagon Ct
Richland, WA 99352

ARTICLE 1

The name of the corporation shall be Washington Elementary Chess Champions.

ARTICLE 2

The duration of the corporation shall be perpetual. The place in this State of Washington where the principal office of the Corporation is to be located is the city of Richland, Benton County. The board of directors (which consists of the 4 officers and all board members), may relocate the principal office by a minimum of a 2/3-majority vote and shall notify State and Federal authorities in the event of a relocation. The initial registered office shall be 513 Wagon Ct. , Richland, WA 99352, and the initial registered agent shall be David M. Merrill.

ARTICLE 3

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States federal tax code. Specifically, the objectives of the corporation are:

- 3.1 To promote the education of children in home, school, community, and place of worship, via teaching and promoting analytical thinking skills obtained by learning and playing chess.
- 3.2 To promote a desire in children, "to learn to play chess well", by providing opportunities to participate in chess tournaments.
- 3.3 To bring opportunities to children to learn chess in their local schools by supporting the creation of Kindergarten through 6th grade chess clubs, and providing aid to volunteers to help them create or expand chess clubs at their local schools.
- 3.4 To receive gifts, endowments, devises, and bequests which will be used to carry out the purposes and objectives of this corporation.
- 3.5 To carry on any activities necessary to carry out the objects and purposes of this corporation.

ARTICLE 4

- 4.1 The management of the corporation shall be vested in a Board of Directors; the number of Directors, qualifications, term of office, manner of election, time and place of meetings, and powers and duties shall be prescribed by the bylaws of the corporation.
- 4.2 The board of Directors shall consist of 4 officers and additional board members.
- 4.3 The initial trustees of the corporation are as follows:
- DM* 4.3.1 David M. Merrill residing at 513 Wagon Ct., Richland WA 99352
- TEJ* 4.3.2 Thomas Vincent residing at 709 Benham, Richland WA 99352
- SML* 4.3.3 Shun-Mei Lan residing at 2878 Troon Court, Richland WA 99352
- ATM* 4.3.4 Anne T. Merrill residing at 513 Wagon Ct., Richland WA 99352
- 4.4 An officer may be removed from office by a two-thirds vote of the membership present at a regularly scheduled meeting or a meeting called for such purpose.
- 4.5 The corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred on the members of the corporation are granted subject to this reservation.

ARTICLE 5

- 5.1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 6

- 6.1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, in equal amount to the two organizations "Sacajawea Elementary School PTSO" and "Lewis and Clark PTA" if both qualify under the meaning of section 501(c)(3) or the full amount to the one of these two organizations if only one qualifies under the meaning of section 501(c)(3), or if neither qualifies, shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- 6.2. In witness whereof, we have hereunto subscribed our names this 29th day of November 2002.

6.2.1. David M. Merrill David M. Merrill

6.2.2. Thomas Vincent Thomas Vincent

6.2.3. Shun-Mei Lan Shun-Mei Lan

6.2.4. Anne T. Merrill Anne T. Merrill

CONSENT TO SERVE AS REGISTERED AGENT

I, David M. Merrill, Hereby consent to serve as registered agent in the state of Washington for WASHINGTON ELEMENTARY CHESS CHAMPIONS.

As the registered agent, I will accept and forward Service of Process and all mail to the corporation. In the event of my resignation, or of any change in the registered office address, I will notify the office of the Secretary of State immediately.

11/29/02

Date

David M. Merrill

David M. Merrill (Registered Agent)