

# **ARTICLES OF INCORPORATION**

The undersigned, acting as an incorporator under the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03) hereby adopts and executes the following Articles of Incorporation.

## **ARTICLE I NAME**

The name of this corporation shall be "Government Revenue Collection Association" (GRCA).

## **ARTICLE II DURATION**

The period of duration of GRCA shall be perpetual.

## **ARTICLE III PURPOSES**

The purposes for GRCA are to promote the following ideals for all public agencies regarding collecting accounts receivables:

- The advancement of learning
- The development of standards
- The understanding of technology
- Building a repository of useful knowledge
- Building relationships within the industry for its betterment

GRCA is being created with the intent to be a Federally recognized 501(c)(6). The Board of Directors is dedicated to found GRCA upon these ideals.

We would also propose to engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall be consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Code.

## **ARTICLE IV POWERS**

GRCA shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(6) of the Code.

## **ARTICLE V INFLUENCE LEGISLATION**

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE VI REGISTERED OFFICE**

The address of the initial registered office of this corporation is 12905 NE 93<sup>rd</sup> Avenue, Vancouver, Washington 98662, and the name of its initial registered agent at such address is Bruce Randall. The written consent of such person to serve as registered agent is attached hereto.

## **ARTICLE VII BOARD OF DIRECTORS**

The management of GRCA shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation; provided, that the initial directors shall be five (5) in number and their names and addresses are:

Kendall Tierney

Address: 2113 Parkstone Court, Meridian, Idaho 83646

Fred Houston

Address: 1116 NE 265th Ct, Camas, Washington 98607

Gary Sabean

Address: 12529 Basswood Drive, Manassas, Virginia 20112

Mike England

Address: 10613 NW 23rd Ave, Vancouver, Washington 98685

Bruce Randall

Address: 12905 NE 93<sup>rd</sup> Avenue, Vancouver, Washington 98662

The initial directors shall be expected to serve for the first three years of incorporation while GRCA is being founded. At the Board of Directors meeting following three years of incorporation, it is expected their successors will be appointed and qualified.

## **ARTICLE VIII BYLAWS**

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of GRCA.

## **ARTICLE IX MEMBERSHIP**

GRCA shall be constituted of members who endorse and promote the attainment of the objectives of this association. The types of members and all other membership information will be defined in the Bylaws of GRCA.

## **ARTICLE X LIMITATIONS**

GRCA shall have no capital stock and no part of the net earnings of GRCA shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(6) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

GRCA shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

## **ARTICLE XI TRANSACTIONS INVOLVING DIRECTORS**

No contracts or other transactions between GRCA and any other corporation, and no act of GRCA shall in any way be affected or invalidated by the fact that any director of GRCA is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of GRCA; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

## **ARTICLE XII DISTRIBUTIONS UPON DISSOLUTION**

Upon any dissolution of GRCA under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt

from taxation under the provisions of Sections 501(a) and 501(c)(3) OR 501(c)(6) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of GRCA's assets be distributed to the officers, directors, or members of GRCA.

### ARTICLE XIII AMENDMENTS

GRCA reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

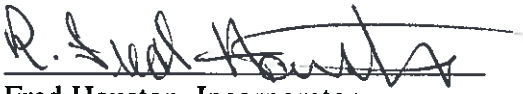
### ARTICLE XIV DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of GRCA of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of GRCA.

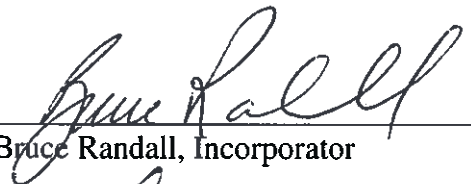
### ARTICLE XV INCORPORATOR

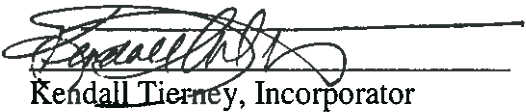
The names and addresses of the incorporators are the same as the five Board of Directors as described in Article VII.

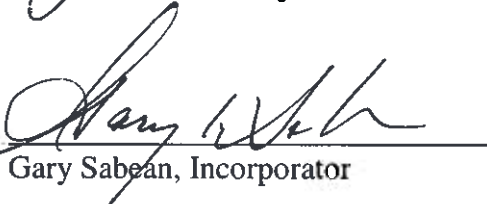
DATED: September 3, 2008

  
R. Fred Houston, Incorporator

  
Mike England, Incorporator

  
Bruce Randall, Incorporator

  
Kendall Tierney, Incorporator

  
Gary Sabeau, Incorporator

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Bruce Randall, hereby consent to serve as registered agent, in the State of Washington, for the Government Revenue Collection Association. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED: September 3, 2008



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Bruce Randall  
Registered Agent