



# SQUAXIN ISLAND TRIBE

## RESOLUTION NO. 04- 107 OF THE SQUAXIN ISLAND TRIBAL COUNCIL

**WHEREAS**, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Indian Tribe, its members, its lands, its enterprises and its agencies by authority of the Constitution and By-Laws of the Squaxin Island Tribe, as approved and adopted by the General Body and the Secretary of the Interior on July 8, 1965; and

**WHEREAS**, the Tribe is a federally recognized Indian Tribe possessing reserved powers, including the powers of self-government; and

**WHEREAS**, under the Constitution, By-Laws and inherent sovereignty of the Tribe, the Squaxin Island Tribal Council is charged with the duty of protecting the health, security, education and general welfare of tribal members, and with protecting and managing the lands and treaty resources and rights of the Tribe; and

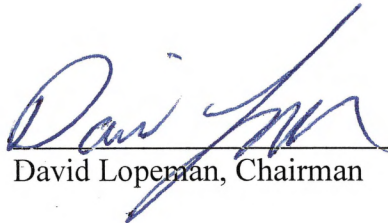
**WHEREAS**, the Squaxin Island Tribe has been entrusted with the creation of ordinances and resolutions in order to fulfill their duty of protecting the health, security, education, and general welfare of tribal members, and of protecting and managing the lands and treaty resources of the Tribe; and

**NOW THEREFORE BE IT RESOLVED**, that the Squaxin Island Tribal Council authorizes the incorporation of Employee Assistance Sustaining Fund, Inc. under the laws of the Squaxin Island Tribe; and

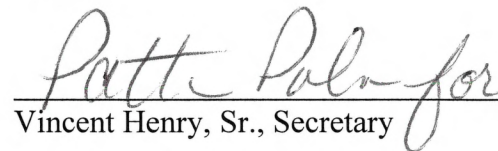
**NOW THEREFORE BE IT FINALLY RESOLVED**, that the Squaxin Island Tribal Council adopts the Articles of Incorporation of Employee Assistance Sustaining Fund, Inc. as attached hereto.

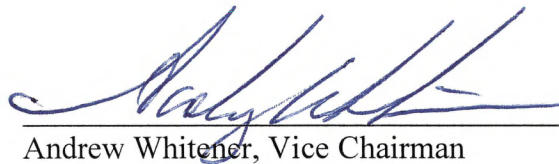
**CERTIFICATION**

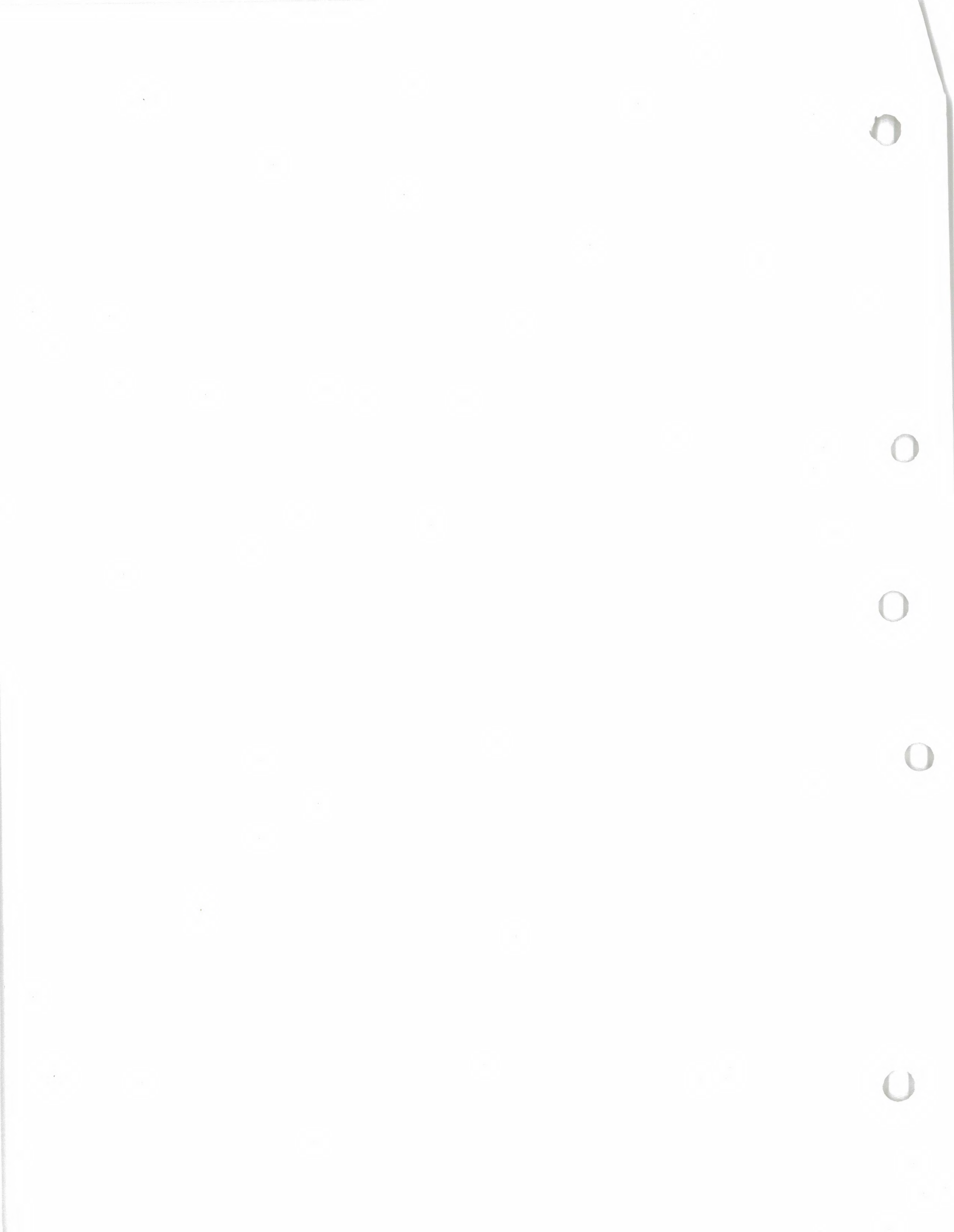
The Squaxin Island Tribal Council does hereby certify that the foregoing Resolution was adopted at a meeting of the Squaxin Island Tribal council, held on this 10<sup>th</sup> day of December, 2004, at which a quorum was present and was passed by a vote of 3 for, 0 against, with 0 abstentions.

  
\_\_\_\_\_  
David Lopenan, Chairman

Attested by:

  
\_\_\_\_\_  
Vincent Henry, Sr., Secretary

  
\_\_\_\_\_  
Andrew Whitener, Vice Chairman



ARTICLES OF INCORPORATION  
OF  
EMPLOYEE ASSISTANCE SUSTAINING FUND, INC.

The undersigned, acting as an incorporator under the Squaxin Island Tribe Not-for-Profit Corporation Ordinance (Squaxin Island Tribal Code 6.32) hereby adopts and executes the following Articles of Incorporation.

ARTICLE I  
Name

The name of this corporation is Employee Assistance Sustaining Fund, Inc.

ARTICLE II  
Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III  
Purposes

The purposes for which this corporation, a nonprofit charitable organization, is formed are:

1. To assist any employee of the Squaxin Island Tribe who is in financial need by providing a low interest or no interest loan, conditioned on securing repayment by a wage assignment and the employee's participation in consumer credit counseling services; and
2. 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 at all times be consistent with Section 501(c)(3) 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)(3) of the Code.

ARTICLE IV  
Powers

This corporation 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 Squaxin Island Not-for-Profit Corporation Ordinance and Section 501(c)(3) of the Internal Revenue 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 Squaxin Island Legal Department, 3711 SE Old Olympic Highway, Shelton, Washington, 98584, and the name of its initial registered agent at such address is Sandra Rossire. The written consent of such person to serve as registered agent is attached hereto.

ARTICLE VII  
Board of Directors

The management of this corporation 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 three (3) in number and their names and addresses are:

<i>Name</i>	<i>Address</i>
Kevin R. Lyon	3711 SE Old Olympic Highway Shelton, WA 98584
Deborah Stoehr	10 SE Squaxin Lane Shelton, WA 98584
Raymond Peters	10 SE Squaxin Lane Shelton, WA 98584

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

## ARTICLE VIII Bylaws

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

## ARTICLE IX Limitations

This corporation shall have no capital stock and no part of the net earnings of this corporation 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)(3) 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. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE X Transactions Involving Directors

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

2. 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 the corporation; 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 XI  
Distributions upon Dissolution

Upon any dissolution of this corporation under provisions of the laws of the Squaxin Island Tribe 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 Section 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers, directors or members of the corporation.

ARTICLE XII  
Private Foundation

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues the following provisions shall apply in the management of its affairs:

1. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by section 4942 of the Code;
2. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code.
3. The corporation shall not sell, exchange, distribute or otherwise dispose of any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the code.

ARTICLE XIII  
Amendments

This corporation 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 members of the Board of Directors.

ARTICLE XIV  
No Members

The corporation shall have no members.

ARTICLE XV  
Incorporator

The name and address of the incorporator are:

*Name*

*Address*

Kevin R. Lyon

3711 SE Old Olympic Highway  
Shelton, WA 98584

Dated: \_\_\_\_\_

\_\_\_\_\_  
Incorporator



CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Sandra Rossire, hereby consent to serve as registered agent, in the State of Washington, for the Employee Sustaining Assistance Fund, Inc. 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: \_\_\_\_\_

\_\_\_\_\_  
Sandra Rossire  
Registered Agent