

**ARTICLES OF INCORPORATION**  
**OF**  
~~Tabletop Game Alliance of Washington State~~  
**TABLETOP GAME ALLIANCE OF WASHINGTON STATE**

I, the undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03A of the Revised Code of Washington), hereby sign and verify the following Articles of Incorporation for such corporation.

**Article I: Name**

The name of the corporation shall be Tabletop Game Alliance of Washington State (~~hereinafter referred to as~~ the “**Corporation**”).

**Article II: Duration**

The Corporation shall have perpetual existence.

**Article III: Registered Office and Agent**

The address of the initial registered office of the Corporation shall be 207 4th Ave E, Olympia, WA 98501. The name of the initial registered agent of the Corporation at such address shall be Ross Cowman.

**Article IV: Purposes and Powers**

Section 1. Purposes.

The Corporation is a nonprofit corporation organized exclusively to better the conditions of those involved in the Tabletop Game Industry under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, more specifically ~~to:~~ to:

1. Represent and advocate for the interests of the Tabletop Game Industry in Washington State and abroad.~~2.~~
2. Form partnerships with public and private institutions to increase awareness of the Tabletop Game Industry, nurture communities of play, and develop new areas of growth and opportunity.
3. ~~3.~~ Support the growth and development of members of the Tabletop Game Industry at all scales of enterprise from hobbyist to corporate.
4. ~~4.~~ Support research and academic study that benefits the Tabletop Game Industry.

The ~~Association~~ Corporation may engage in any lawful act or activity and exercise all rights and powers conferred on non-profit ~~associations~~ corporations under the Washington State Nonprofit Corporation Act and as defined by the Washington Secretary of State, as such laws that are now in effect or may at any time be amended, so long as the exercise of such rights and powers is permitted to be carried out by a corporation exempt from federal income tax under section 501(c)(6) and related regulations of the Internal Revenue Code, or the corresponding sections of any future tax code or regulations.

Section 2 Powers.~~Section 2. Powers.~~

In general, and subject to such 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.

**Article V: Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, ~~recognized as exempt under Section 501(c)(6) of the Code or any successor provision, and~~ in such manner consistent with the Bylaws and the laws of the state of Washington, and any such distributed assets shall be used exclusively to accomplish the purposes for which this Corporation is organized.

**Article VI: Members**

The Corporation shall have ~~no~~ one or more classes of members as ~~defined in Section 24.03A.010(45) of~~ provided in the Bylaws and pursuant to the Washington Nonprofit Corporation Act. The members of the Corporation shall have the rights and obligations as provided in the Bylaws of the Corporation.

The Corporation shall not have authority to issue capital stock.

**Article VII: Directors**

~~The number of directors constituting the initial Board of Directors. The manner in which directors shall be elected or appointed shall be provided in the Bylaws~~ of the Corporation ~~shall be five (5) directors.~~ The names and addresses of the persons who are to serve as the initial ~~directors~~ Board of Directors of the Corporation until their successors are elected and qualified are as follows:

<u>Name</u>	<del>Address</del> <u>Address</u>
Ross Cowman	207 4th Ave E Olympia WA 98501
<u>Beth Damis</u>	<u>9717 178th place NE Unit 3 Redmond WA 98052</u>
<u>Bruce Dugan</u>	<u>400 Harvard Ave E Seattle, WA 98102</u>
<u>Chris Pramis</u>	<u>6731 29th Ave S, Seattle WA 98108</u>
<u>Rei Kong</u>	7120 185th Ave NE Ste 120 Redmond, WA 98052

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 Corporation.

## **Article VIII: Director Liability Limitations**

A director 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 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. 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.

## **Article IX: Indemnification**

### Section 1. Right to Indemnification.

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ~~ERISA-~~ ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

### Section 2. Right of Claimant to Bring Suit.

If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting

such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

### Section 3. Nonexclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

### Section 4. Insurance Contracts and Funding. ~~Section 4. Insurance, Contracts and Funding.~~

The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, 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 use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

### Section 5. Indemnification of Employees and Agents of the Corporation.

The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

## **Article X: Bylaws**

Bylaws of the Corporation may be adopted by the Board of Directors 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 XI: ~~Incorporator~~Incorporator**

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Ross Cowman	207 4th Ave E Olympia, WA 98501

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation ~~this~~ \_\_\_\_\_  
~~day of August~~ as of \_\_\_\_\_, 2023.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
Ross Cowman, Incorporator

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, Ross Cowman, hereby consent to serve as registered agent, in the State of Washington, for the following Corporation: Tabletop Game Alliance of Washington State. 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(s) 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.

Date: \_\_\_\_\_, 2023.  
*Signature*

\_\_\_\_\_  
Name: Ross Cowman  
Address: 207 4th Ave E

**EXHIBIT A**  
**Provisions for amending Bylaws**

Notice to members required:

~~These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two thirds of the number of Directors in office at any meeting of the Board of Directors. Written notice of any proposed changes to the Bylaws shall be delivered to the members for comment at least 30 days prior to such a vote.~~

Vote of members required:

~~These Bylaws may be altered, amended or released and new Bylaws may be submitted and voted upon at any meeting of the Board of Directors with subsequent recommendation to the membership if submitted to the membership in writing thirty days before such a meeting. Adoption will occur with a two-thirds vote of the members entitled to vote at any regular or special meeting of the membership at which a quorum is present.~~

Olympia WA 98501

Summary Report	
Title	<b>compareDocs Comparison Results</b>
Date & Time	8/29/2023 8:39:00 PM
Comparison Time	2.60 seconds
compareDocs version	v5.0.100.42

Sources	
Original Document	TGA-WA Articles of Incorporation Draft.docx
Modified Document	Articles of Incorporation - Tabletop Game Alliance of WA State v2CC.docx

Comparison Statistics	
Insertions	19
Deletions	15
Changes	10
Moves	0
Font Changes	0
Paragraph Style Changes	0
Character Style Changes	0
TOTAL CHANGES	44

Word Rendering Set Markup Options	
Name	
<u>Insertions</u>	
<del>Deletions</del>	
<u>Moves</u> / <del>Moves</del>	
Font Changes	
Paragraph Style Changes	
Character Style Changes	
Inserted cells	
Deleted cells	
Merged cells	
Changed lines	Mark outside border.

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Open Comparison Report after saving	General	Always
Report Type	Word	Redline
Character Level	Word	False
Include Comments	Word	False
Include Field Codes	Word	True
Flatten Field Codes	Word	False
Include Footnotes / Endnotes	Word	True
Include Headers / Footers	Word	True
Image compare mode	Word	Insert/Delete
Include List Numbers	Word	True
Include Quotation Marks	Word	False
Show Moves	Word	True
Include Tables	Word	True
Include Text Boxes	Word	True
Show Reviewing Pane	Word	True
Summary Report	Word	End
Detail Report	Word	Separate (View Only)
Document View	Word	Print