

ARTICLES OF INCORPORATION

OF THE CALYX FOUNDATION

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the “Corporation”) pursuant to the provisions of the Washington Nonprofit Corporation Act of 2021 (hereinafter referred to as the “Act”), execute the following Articles of Incorporation:

ARTICLE 1

Name

Section 1.01. Name.

The name of this Corporation shall be the:

CALYX FOUNDATION

ARTICLE 2

Purposes and Powers

Section 2.01 Primary Purposes.

The purposes for which this Corporation is formed are exclusively to perform such functions and to engage in such activities as shall permit the Corporation to qualify as an organization exempt from Federal taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code issued pursuant thereto, as amended from time to time. Specifically, the Corporation shall be organized and at all times operated exclusively to provide services to: (1) increase access to treatment, mental health services, and medical care; (2) improve individuals’ economic independence by ensuring they are better prepared for work and have access to employment; and (3) increase access to stable housing.

Section 2.02. Specific Powers.

Subject to any specific written limitations or restrictions imposed by the Act, by the Internal Revenue Code, by other law, or by these Articles of Incorporation, and solely in furtherance of but not in addition to the purposes set forth in Section 2.01 of the Article, the Corporation shall have the following specific powers:

- (a) *Statutory Powers.* Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation and solely in furtherance of, but not in addition to the purposes set forth in Section 2.01 of these Articles, the Corporation shall have all the powers specified in the Act under RCW 24.03A, including the powers set forth in Part I-IV of the Act.
- (b) *To Make Gifts.* To make gifts, donations, contributions, loans and grants of all or any part of the income, assets and property of the Corporation.
- (c) *To Solicit Contributions.* To solicit in any manner and receive and accept from any source any money, property or services, including any present or future, vested or contingent, legal or equitable, or conditional or absolute interest therein, which is given, granted, devised, bequeathed or otherwise bestowed upon the Corporation and may be used to accomplish the purposes set forth in Section 2.01 of this Article.
- (d) *To Make Contracts.* To enter into, perform, cancel and rescind all kinds of contractual obligations.
- (e) *To Act with Others.* To perform any act which the Corporation acting alone has the power and capacity to perform by acting as a partner or otherwise in association with any individual, group of individuals, firm, partnership, association, corporation, department of government, or other entity, whether legally constituted or informally organized.
- (f) *To Accept Fees for Services.* To accept fees for services rendered to members or to the general public insofar as such is consistent with the purposes set forth in Section 2.01 of this Article.
- (g) *Establishment and Maintenance of Corporation.* To expend funds for the establishment and maintenance of the Corporation; the acquisition, equipment, maintenance and conduct of a principal office; the engagement of staff, both professional and otherwise, to conduct the business and affairs of the Corporation; the publication of materials respecting the affairs of the Corporation; the conducting of programs designed to affect the purposes of the Corporation; and the conduct of its business and affairs generally.

Section 2.03. Limitations Upon Powers.

- (a) *Earnings.* No member of the Corporation shall have or receive any earnings from the Corporation, except a member who is an officer, director, or employee of the Corporation, in which event they may receive fair and reasonable compensation for their services as an officer, director or employee; and a member may also receive payments of principal and interest at a rate not exceeding eight and one-half percent (8.5%) per annum on funds loaned or advanced by them to the Corporation.

(b) *Loans to Directors.* The Corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to any director or officer of the Corporation.

(c) *Prohibited Activities.*

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or to any private individual.

(ii) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations issued pursuant thereto, as amended.

(d) *No Construction of Powers as Purposes.* The Powers enumerated in Section 2.02 of this Article shall not be construed as Purposes, but the Corporation shall have and exercise such Powers solely in furtherance of, but not in addition to the limited purposes set forth in Section 2.01 of this Article.

ARTICLE 3

Period of Existence

Section 3.01. Term.

The period during which the Corporation shall continue is perpetual.

ARTICLE 4

Principal Office and Registered Agent

Section 4.01. Principal Office.

The mailing address of the principal office of the Corporation is:

1207 Benham Street
Richland, Washington 99352-4516

Section 4.02. Registered Agents.

The name and address of the Registered Agent in charge of the principal office of the Corporation is:

Tommy Dabling
1207 Benham Street
Richland, Washington 99352-4516

ARTICLE 5

Membership

Section 5.01. Classes of Membership.

The Corporation shall have two classes of membership. The classes of membership shall be entitled “Managing” and “General,” respectively. The “Managing” class shall be limited to persons substantially engaged in supervising the corporation. The “General” class shall be limited to individuals substantially engaged in receiving benefits and services from the corporation. General members shall only be eligible to vote for the election of directors. The Board of Directors may further define each of these classes.

Section 5.02. Qualifications of Members

The qualifications for membership in this corporation are as follows: Any person is qualified to become a member of this corporation.

ARTICLE 6
Directors

Section 6.01. Number of Directors.

The initial Board of Directors of the Corporation shall consist of nine (9) members who shall serve for two years from the date of the filing of these articles. The number of Directors of the Corporation shall be specified from time to time in the Bylaws of the Corporation; provided, however, that the minimum number shall be three (3) and the maximum number shall be fifteen (15) and, if the Bylaws fail to specify the number, then the number shall be nine (9). One-half of the directors shall be elected every year and shall serve for two years. The mechanism for electing the first Board of Directors shall be established in the Bylaws.

Section 6.02. Names and Mailing Addresses.

The names and mailing addresses of the initial members of the Board of Directors are as follows:

Name	Mailing Address
1. Tommy Dabling	1207 Benham St. Richland, WA 99352-4516
2. Jonathan Sage	1301 N. Ephrata Ave. Connell, WA 99326-9601
3. Taylor Allen	1301 N. Ephrata Ave. Connell, WA 99326-9601

Section 6.03. Members as Directors.

All members, except General members, are eligible to be elected directors.

ARTICLE 7
Incorporators

Section 7.01. Names and Addresses of Incorporators.

The names and mailing addresses of the incorporators are as follows:

Name	Mailing Address
1. Roy Cooley	242 Osprey Dr. Cle Elum, WA 98922
2. Tommy Dabling	1207 Benham St. Richland, WA 99352

ARTICLE 8

Distribution of Assets

Section 8.01. Dissolution.

In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to any not-for-profit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit court of the County in which the principal office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as the Court shall determine. No member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

ARTICLE 9

Executive Committee

Section 9.01. Executive Committee.

The Board of Directors shall elect an Executive Committee of such number and with such tenure and powers as the Bylaws shall determine. Such Executive Committee shall have and may exercise, during intervals between meetings of the Board of Directors, all the powers vested in the Board of Directors (except such powers as, under the Act, Articles, Bylaws, or other law, or proper resolutions adopted by the Board of Directors, are reserved for exercise by the latter alone) upon the affirmative vote of the majority in number of the members of the Executive Committee, present or by proxy. The Executive Committee may, within the limitations just stated, make and adopt a Code of Rules and Regulations for the conduct of its business.

ARTICLE 10

Provision for Regulation and Conduct of the Affairs of Corporation

Section 10.01. Management of Corporation.

The affairs of the Corporation shall be managed by the Board of Directors, which shall represent the members of the Corporation, subject to the provisions of Section 6.03 hereof.

Section 10.02. Bylaws.

The Board of Directors of the Corporation shall have the power, without the assent of the members, to make, alter, amend, or repeal the Bylaws of the Corporation.

Section 10.03. Officers.

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be prescribed by the resolution of the Board of Directors. They shall be elected in the manner specified in the Bylaws. The offices of President and Secretary shall not be occupied by the same person.

Section 10.04. Term of Office of Directors and Officers.

Each officer and director shall hold his office for the term specified in the Bylaws, but no term shall end until a successor is elected and qualified for the office to be vacated.

Section 10.05. Removal of Member of the Board of Directors.

Any member of the Board of Directors may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose, by a vote of two thirds (2/3) of all the members of the Board of Directors then serving.

Section 10.06. Meetings of Members.

All meetings of the members shall be held at such place within or without the State of Washington as may be designated by the Board of Directors pursuant to the Bylaws.

Section. 10.07. Fiscal Year.

The fiscal year of the Corporation shall begin on July 1, and end on June 30.

Section 10.08. Action by Consent.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceeds of the board or committee.

Section 10.09. Limitation on Powers of Members and Board of Directors.

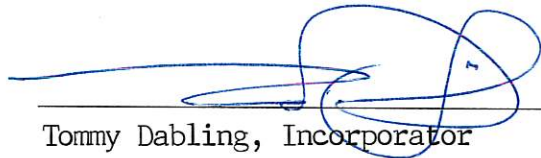
Notwithstanding any contrary provision in these Articles, neither the members nor the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 10.10. Amendment of Articles of Incorporation.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; after majority adoption by the Board of Directors of a resolution submitting such amendment of the articles to the membership, upon two-thirds vote of the Members in attendance, in person or virtually at an annual or special meeting by written notice given to Members; provided, nevertheless, that such power of amendment shall not authorize any amendment which would permit any part of net earnings or property of the Corporation to inure to the benefit of any private individual or which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, or such equivalent provision may hereafter exist from time to time.

IN WITNESS WHEREOF, the undersigned, being the incorporators designated in Article 7, execute these Articles of Incorporation and certify to the truth of the facts therein stated this 22nd day of August, 2025.

Roy Cooley, Incorporator



Tommy Dabling, Incorporator



Jonathan Sage, President



Taylor Allen, Vice-President

Effective: August 22, 2025