

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, KIM WYMAN, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

ARTICLES OF INCORPORATION

to

ORCA BOOKS COOPERATIVE

A WA COOPERATIVE ASSOCIATION, effective on the date indicated below.

Effective Date: 04/17/2019  
UBI Number: 604 435 651



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 04/17/2019

**ARTICLES OF INCORPORATION**

of

Orca Books Cooperative

**Article I. Name**

The name of the Cooperative is Orca Books Cooperative, hereafter the "Co-op" or the "Corporation."

**Article 2. Purposes and Powers**

The Cooperative is organized for the purpose of creating a community space, meeting the needs of the membership, and any act allowed under the laws of the State of Washington.

**Article 3. Place of Business**

The Corporation's initial street address 323 Fourth Avenue East, Olympia, WA 98501. The Cooperative shall have its principle place of business in the County of Thurston, State of Washington.

**Article 4. Cooperative Existence**

The Cooperative shall have perpetual existence.

**Article 5. Membership**

A member may only hold one class of membership at any time. Membership are not transferable. In the event that a member ceases to qualify for the class to which they are assigned, the classification of the member shall default to that of Basic Member. The member may be required to increase their equity to meet the Basic Member equity threshold.

**5.1 Membership Classes**

**Basic Member:** Any natural person 18 years old or older who meets any membership qualifications established in the bylaws shall be qualified to become a member upon paying the membership fee. The method and time of payment of all fees shall be determined by the Board of Directors.

**Low-Income Member:** Any natural person 18 years old or older who meets any membership qualifications established in the bylaws shall be qualified to become a member upon paying the membership fee. The method and time of payment of all fees shall be determined by the Board of Directors.

**Worker Member:** Any natural person 18 years old or older who is actively employed by the Cooperative and who meets any membership qualifications established in the bylaws shall be qualified to become a member upon paying the membership fee. The method and time of payment of all fees shall be determined by the Board of Directors.

**Organizational Member:** Any organization who meets any membership qualifications established in the bylaws shall be qualified to become a member upon paying the membership fee. The method and time of payment of all fees shall be determined by the Board of Directors.

### **5.2 Termination of Membership.**

In the event a member shall cease to be a member of the Co-op, the former member shall have no rights or privileges on account of the membership or vote or voice in the management or affairs of the Co-op, other than the right to participate in accordance with law in case of dissolution (5.4).

Any other capital accounts in the Corporation of a member who is terminated or withdraws shall be handled in accordance with policies established by the Cooperative in its bylaws or by its board of directors.

**5.3 Voting rights.** The voting rights of each member of the Cooperative are equal, and each member is entitled to one vote on all matters to be voted on by the members in accordance with applicable law, these Articles, and the Cooperative's bylaws.

### **5.3 Rights of Dissenting Members**

Any member who becomes a dissenting member pursuant to RCW 24.06.245, as the same may be amended from time to time, may be limited to a return of less than the fair value of the member's equity interest in the Cooperative, but not less than the consideration paid to or retained by the Cooperative for the membership or shares of the Member, unless the fair value is less than the consideration paid to or retained by the Cooperative.

### **Article 6 Membership Fee.**

The cooperative shall not issue stock, but each member shall pay a refundable membership fee as follows:

- Basic Member: \$100.00
- Low Income: \$25.00-\$99.00
- Worker: \$100
- Organizational: \$200

The Board may create a payment plan and amend such payment plan from time to time.

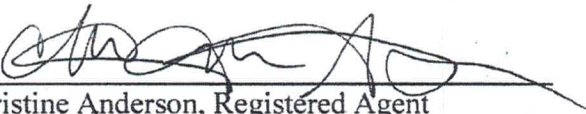
**Article 7 Dissolution.** Except as provided by applicable law, no member shall have an



interest or right, direct or indirect, in or to the properties and assets of the Cooperative except on dissolution. In case of dissolution or liquidation of the Cooperative all properties and assets shall be distributed as prescribed in the By-laws pursuant to RCW 23B.14.

#### Article 8 Consent to Serve as Registered Agent

I, Christine Anderson, consent to serve as Registered Agent in the State of Washington for the above named Corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

X   
Christine Anderson, Registered Agent  
Date: 4/16/19




#### Article 9 Directors

The number of directors of the Cooperative shall be five, which number may be increased or decreased pursuant to the bylaws of the Cooperative.

The governance of this association and oversight of the management shall be vested in a Board of Directors, the members of which must be elected by ballot of the members. The size of the Board of Directors and the terms of its members shall be prescribed by the bylaws.

The names and addresses of the initial directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

Name	Street Address	City, State, Zip
Christine Anderson		
Kendra Hadlock		
Sarah Hopp		

#### Article 10 Cooperative Incorporators

The undersigned persons, over eighteen years old, acting as incorporators of a Cooperative Corporation pursuant to RCW 24.06, the Washington Mutual and Miscellaneous Corporations Act, and any other applicable and corporate and general laws of the State of Washington, adopt these Articles of Incorporation.



# Secretary of State

*Kim Wyman*

Washington Secretary of State  
Corporations and Charities Division  
801 Capitol Way South  
PO Box 40234  
Olympia, WA 98504-0234  
(360) 725-0377  
[corps@sos.wa.gov](mailto:corps@sos.wa.gov)

## Customer Receipt

### Payment Transaction:

Work Order #: 2019041700209441

Received Date: 04/17/2019

Total Paid: \$80.00

### Payment Details:

Cardholder Name / Payer Name	Payment Type	Identifying Number	Payment Date	Amount
DIANE GASAWAY	VISA	1446	04/17/2019	\$80.00

### Transaction Details:

Name	UBI # / Registration #	Service Type	Amount	Processing Fee
ORCA BOOKS COOPERATIVE		ARTICLES OF INCORPORATION	\$25.00	\$50.00

Signed: \_\_\_\_\_