NONPROFIT CORPORATION
Articles of Incorporation
601-328-002 Washington State
94-3142402 United States

The undersigned, for the purpose of forming a corporation under the nonprofit laws of the State of Washington, RCW 24.03, hereby adopts the following Articles of Incorporation. These Articles supersede articles approved by the state of Washington on July 1, 1991.

ARTICLE 1: Name

The name of the incorporation shall be:
Friends of the Option Program at Seward

ARTICLE II: Duration

The term of existence of the corporation shall be Perpetual.

ARTICLE III: Purpose

The purpose for which the corporation is organized is for exclusively charitable and educational purposes as defined under section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding provisions of future U.S. Internal Revenue Law), and including the making of distributions to organizations which qualify as tax exempt under the same provision of law. Within these limitations, the corporation is formed to provide legal entity which can accept gifts and donations, and expend the same, and to support in whatever way possible, within the limits of the above law, the educational programs at The Option Program at Seward (hereafter called “TOPS”), a Seattle public school. Funds we raise will be expended in a manner consistent with the annual plan of the TOPS’ governing board, known as the “TOPS Site Council.”

ARTICLE IV: Activities

The corporation may engage in any enterprise or enterprises for the purpose of raising funds to enhance the education of children at TOPS, so long as those activities are consistent with the plans, policies and procedures of the TOPS Site Council.

No part of the net earnings of the corporation shall inure to the benefit, or be distributable to, its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in of any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding subsequent provisions of future U.S. Internal Revenue law).

ARTICLE V: Membership
Directors of the corporation shall be the voting members of the corporation. The Directors shall be each of the currently serving members of the TOPS Site Council. Only currently serving TOPS Site Council members shall be Directors of the corporation. The Site Council’s election procedures are determined in its own bylaws, which are maintained at the school. The bylaws are consistent with Seattle Public School policy and procedure, and assure that the Site Council’s members fairly represent the school’s faculty, administration, classified staff, parents, students and surrounding community. The number of Directors of the corporation shall be the number of currently serving voting members of the TOPS site council, as determined by the bylaws of the TOPS Site Council.

The Directors currently include:

1. School principal;
2. Ten certificated staff representatives, based on student enrollment; from the middle school, the elementary school, the BOC, and at large, elected by the entire certificated Staff (teachers, librarians, etc.);
3. One non-certificated staff representative, elected by the non-certificated staff (office staff, custodians, food service workers, aides, etc.);
4. One representative from the childcare program in the building, currently Kids Company;
5. 9 parents, based proportionately on student enrollment in the following clusters: a) from K through Grade 2, b) from Grade 3 through Grade 5, c) from Grade 6 through Grade 8, and d) at large. Each parent Site Council member shall be elected by the TOPS parents through mail ballot. The cluster an elected parent represents is determined by the grade the child will attend the Sept. following the spring election; a parent with two or more children must decide which cluster s/he will represent. A parent representative must be the parent, legal guardian or foster parent of a child enrolled at TOPS at the time of the election and is not employed at TOPS by the Seattle School District. A parent must resign from the Site Council when his or her student(s) stop attending TOPS.
6. One “diversity parent” position is appointed to the Site Council by the executive committee, whose role it will be to promote the minority interests of the parent and student bodies.
7. One community representative with one vote, to be chosen by the Eastlake Community Council. The community representative must not be a parent.
8. One student representative is chosen by the TOPS Middle School Student Council.

ARTICLE VI: Address

The address of the registered office of the corporation shall be at TOPS, 2515 Boylston Avenue East, Seattle, Washington 98102. The name of the registered agent of the corporation is currently Doug Williams.

ARTICLE VII: Incorporators

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

Amy Hagopian, Chair  XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Penny Bolton, Assistant Chair  XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Karen Kodama, Principal  XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Belinda Butler-Bell, Secretary  XXXXXXXXXXXXXXXXXXXXXXXXXXXX
Doug Williams, Treasurer  XXXXXXXXXXXXXXXXXXXXXXXXXXXX
ARTICLE IX: Dissolution

Upon the dissolution of the corporation, if ever, for whatever purpose, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Superior Court of County of King, State of Washington, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The assets of the corporation may also be disposed of by gift to a governmental entity organized to provide education for the children of Seattle.

In witness whereof, the incorporators have hereunto set their hands this 11th day of December, 1996.

Friends of TOPS
December 11, 1996