



Articles of Incorporation

ARTICLE ONE: NAME

The corporation's name is **A-1 Builders** A Worker Owned Cooperative. CO

ARTICLE TWO: REGISTERED AGENT AND OFFICE

The address of the registered office is

3310 Northwest Avenue

Bellingham, WA 98225

The registered agent is:

Patrick Martin

3310 Northwest Avenue

Bellingham, WA 98225

ARTICLE THREE: ORGANIZING PRINCIPLES

1. The purposes for which this corporation is formed are:
 - a. To operate as a corporation controlled democratically by the membership as defined in the By-Laws
 - b. To operate on a cooperative basis as an employee cooperative corporation as defined in the RCW 23.78. The corporation hereby elects to be governed by RCW 23.78 with particular attention to:
 - i. One member/one vote
 - ii. Profits shall not be paid upon membership shares
 - iii. Non-transferable membership, except in case of redemption of the corporation
 - iv. To engage in al lawful activities
2. Towards the aims stated in paragraph 1.b, there shall be no preemptive right to acquire the corporation's unissued shares and cumulative voting of shares.

ARTICLE FOUR: MEMBERSHIP SHARES

1. There shall be one class of common voting stock, to be known as membership shares.
2. Membership shares in the corporation shall be issued only to qualified employees of the corporation, as defined in the by-laws.
3. A member shall own one and only one membership share, entitling them to one and only one vote.
4. No other class of voting stock shall be subsequently authorized by this corporation, unless specifically required by law.
5. An original issue of 1000 shares are authorized.
6. Shares shall have a stated value, as determined from the Board of Directors.

7. No membership share, or interest therein, may be sold, assigned, or otherwise transferred, whether voluntarily or involuntarily, by operation of law or otherwise, except for a transfer to the corporation.
8. Upon voluntary or involuntary termination of employment in the corporation, a shareholder must transfer his or her membership share to the corporation at redemption terms stated in the by-laws.
9. Members shall share in the net assets of the corporation upon dissolution, as specified in the bylaws.
10. Net earnings or losses of the corporation shall be distributed for the benefit of the corporation and its members as the bylaws shall specify.
11. Net earnings at a time certain, declared as patronage allocations and paid or credited to members, shall be apportioned among members in accordance with the ratio which each members' patronage during the time certain bears to total patronage during that period.

ARTICLE FIVE: DIRECTORS

The first Directors shall serve until the first annual meeting of shareholders and until their successors are elected and qualified. Compensation of Directors shall be specified in the Bylaws.

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|--------------------|-----------------|-------------------------------------|
| 1. President: | Patrick Martin | 3310NW Ave, Bellingham, WA
98225 |
| 2. Vice President: | Shawn Serdahl | 3310NW Ave, Bellingham, WA 98225 |
| 3. Treasurer | Maggie Bates | 3310NW Ave, Bellingham, WA 98225 |
| 4. Corp. Secretary | Justus Peterson | 3310NW Ave, Bellingham, WA 98225 |

The first Directors shall serve until the first annual meeting of shareholders and until their successors are elected and qualified. Compensation of Directors shall be specified in the Bylaws.

ARTICLE SIX: INCORPORATOR

The incorporator is Patrick Martin

ARTICLE SEVEN: DIRECTOR TRANSACTIONS

1. Any director individually, or any firm of which any director 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 he or such firm is so interested shall be fair to the corporation at the time that it is authorized, approved, or ratified; and

2. No contract or other transactions between the corporation and any other corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation.

ARTICLE SEVEN: DIRECTOR TRANSACTIONS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

ARTICLE TEN: INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the extent permitted by applicable state law:

1. A Director or Officer of this corporation shall not be civilly liable for any act or omission in the course and scope of his official capacity unless the act or omission constitutes gross negligence; and
2. Director of this corporation shall not be personally liable to the corporation or to its members for monetary damages for conduct as a director except for:
 - a. Acts or omissions that involve intentional misconduct or knowing violations of the law by such director.
 - b. Any transactions from which the director will personally receive a benefit in money, property, or service to which such director is not legally entitled.
3. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding including those by or in the right of the corporation, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, Employee, or Agent of the corporation, as a director Officer, Employee, or agent of another corporation, association, partnership, joint venture, trust or other enterprise, shall be indemnified by this corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, or with respect to any criminal action or proceeding that he had reasonable cause to believe that his conduct was unlawful. It is the intention of this section that the corporation shall indemnify such persons to the fullest extent permitted by law but that this section shall not be construed to indemnify any such person to an extent that shall be unlawful. The corporation may procure insurance to confer any indemnity provided for in this article. The foregoing rights of indemnification are not exclusive of any other rights to which such person may be entitled under any law, statute, bylaw, agreement, vote of board of directors, members, or otherwise and such rights are specifically preserved.

UPDATED: JULY 16, 2020

INCORPORATOR SIGNATURE