

ARTICLES OF INCORPORATION  
OF  
BACKSTRETCH CHAPEL

(a nonprofit corporation)

The undersigned, in order to form a nonprofit corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code Washington, hereby signs and delivers to the Secretary of State in duplicate these Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation is Backstretch Chapel.

ARTICLE II  
DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III  
CORPORATE PURPOSES

The corporation is organized exclusively for charitable purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”). Specifically, the corporation shall exist as a non-denominational organization to meet the spiritual, religious, physical, emotional and social needs of the workers and members of the horse racing industry in Washington State.

ARTICLE IV  
LIMITATIONS ON CORPORATE EARNINGS ASSETS AND ACTIVITIES

4.1 Stock. The corporation shall have no capital stock.

4.2 Earnings and Assets. The property of the corporation is irrevocable dedicated to charitable purposes and no part of the net earnings or assets of the corporation shall inure to the benefit of or be distributable to any of its members, directors, officers or other private persons, except that the corporation is 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.

#### 4.3 Limitation on Activities.

- (a) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted to Section 501 (c) (3) organizations by the Code, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (b) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on: (i) by an organization exempt from federal income tax under Section 501 (c) (3) of the Code; or (ii) by an organization, contributions to which are deductible under Section 170 (c) (2) or the Code.

4.4 Powers. In general, and subject to such limitations and conditions which are or may be prescribed by law, these Articles of Incorporation or the corporation's Bylaws, the corporation shall have all powers which now or are hereafter conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation. The authority to make, alter, amend, or repeal the bylaws is vested in the board of trustees and may be exercised at any annual, regular or special meeting of the board.

### ARTICLE V LIMITATION OF LIABILITY OF TRUSTEES

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for his or her conduct as a director on or after the date this Article becomes effective, except for liability of a trustee: (i) for acts or omissions which involve intentional misconduct by a director or a knowing violation of law by a director; or (ii) for any transaction from which a 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 or RCW 23B.08.320 (as made applicable by RCW 23B.17.030) is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act or RCW 23B.08.320, as so amended from time to time. Any repeal or modification of this paragraph shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

### ARTICLE VI INDEMNIFICATION

The corporation shall indemnify each person who is or was an officer, director, agent, or employee of the corporation and each person who, while an officer or director, has served or is

now serving at the request of the corporation as an officer, director, partner, trustee, employee, or agent of an employee benefit plan or venture, trust or other enterprise, to the fullest extent permitted by RCW 24.03.025 (14), and/or RCW 23B.17.030 and RCW 23B.08.500 through RCW 23B.08.600, or as otherwise permitted by the Washington Nonprofit Corporation Act, each as amended from time to time. The board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under Washington or other applicable law. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the board or which a person may be entitled as a matter of law or by contract or by vote of the board or the members. The corporation may purchase and maintain indemnification insurance for any person to the extent allowed by applicable law. Any indemnification of a director pursuant to this Article, including any payment of reimbursement of expenses, shall be reported to the members with the notice of the next meeting of members or prior thereto in a written report containing a brief description of the proceedings involving the director being indemnified and the nature and extent of such indemnification.

If any provision of this Article or any application thereof shall be invalid, unenforceable, or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

## ARTICLE VII DISSOLUTION

No member, director, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding of its affairs. Upon such dissolution or winding up, all remaining assets of the corporation, after payment of or provision for all corporate debts and obligations, shall be distributed by the board of directors to an organization then selected by the board of directors which is organized and operated exclusively for charitable purposes and then qualifies for exemption under the provisions of Section 501 (c) (3) of the Code.

## ARTICLE VIII ADDRESS OF OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is 2300 Emerald Downs Dr., Auburn, Washington 98001. The name and address of the initial registered agent of the corporation is \_\_\_\_\_ at 24317 68th St E., Buckley, Washington 98321.

ARTICLE IX  
DIRECTORS

The management of the corporation shall be vested in a board of directors. The number, qualification, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws, but the number of persons constituting the initial board of directors shall be eight, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the corporation or until their successors are elected and qualified are:

Names

Addresses

ARTICLE X  
INCORPORATOR

The name and address of the incorporator is \_\_\_\_\_, 24317 68th St E., Buckley, Washington 98321.

The undersigned incorporator has signed these articles of incorporation induplicate originals on this 26th day of January 2009.

signature  
Name, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

\_\_\_\_\_ hereby consents to serve as registered agent, in the state of Washington, for Backstretch Chapel, a Washington nonprofit corporation. As agent for the corporation, it will be the responsibility of \_\_\_\_\_ to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of the resignation of \_\_\_\_\_ or of any change in the registered office address of the corporation for which \_\_\_\_\_ is agent.

signature  
name

Date: -----