

# ARTICLES OF INCORPORATION OF TECHNICALLY LEARNING

The undersigned, acting as incorporators under the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03) hereby adopts and executes the following Articles of Incorporation.

## ARTICLE I

### Name

The name of this Corporation is Technically Learning.

## ARTICLE II

### Duration

The period of duration of this Corporation shall be perpetual.

## ARTICLE III

### Purposes

The purposes for which this Corporation, a nonprofit charitable organization, is formed are:

1. To enable teachers to inspire and engage students in science, technology, engineering, and math subjects (STEM). We strive to increase the participation of populations that are underrepresented in STEM fields. We provide hands-on learning activities and resources that integrate with existing school curriculum requirements.
2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and shall not make any disbursement of its income to any member, director, or officer of the corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its members, directors or officers for services rendered and to make payments and disbursements in furtherance of the purpose of the Corporation.

## ARTICLE IV

### Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Bylaws, this Corporation shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

## **ARTICLE V**

### **Influence Legislation**

No part of the activities of this Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE VI**

### **Registered Office**

The address of the initial registered office of this corporation is 2449 E Aloha Ave, Seattle WA 98112, and the name of its initial registered agent at such address is Rebecca Deutsch. The written consent of such person to serve as registered agent is attached hereto.

## **ARTICLE VII**

### **Board of Directors**

The management of this Corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this Corporation; provided, that the initial directors shall be five (5) in number and their names and addresses are:

Daniel Apone	2449 E Aloha Ave, Seattle, WA 98112
Joseph Basirico	1518 McGilvra Blvd. E., Seattle, WA 98112
Jessica Cohen	424 19 <sup>th</sup> Ave. E., Apt. 303, Seattle, WA 98112
Rebecca Deutsch	2449 E Aloha Ave, Seattle, WA 98112
Eric Hilton	1518 McGilvra Blvd. E., Seattle, WA 98112

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

## **ARTICLE VIII**

### **Bylaws**

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this Corporation.

## **ARTICLE IX**

## **Limitations**

This Corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director, except for liability of the director: (a) for acts or omissions that involve intentional misconduct by the director for a knowing violation of law by the director; or (b) for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Act 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 Act, as so amended. Any repeal or modification of this Section shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents and (without limiting the generality of the foregoing) shall indemnify its directors against all liability, judgments, damages, fines, settlements and expenses arising from or in connection with service for, employment by, or other affiliation with this Corporation or other firms or entities to the maximum extent and under all circumstances permitted by law that does not result from (i) acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law, (ii) conduct that is finally adjudged to result in liability under the Revised Code of Washington, or (iii) a transaction finally adjudged to have resulted in the indemnitee personally receiving a benefit in money, property, or services to which the indemnitee was not legally entitled, shall not be subject to the limitations set forth in the Revised Code of Washington, but shall be exclusively administered by the Board of Directors.

## **ARTICLE X**

### **Distributions upon Dissolution**

Upon any dissolution of this Corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the



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Date:

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Rebecca Deutsch, hereby consent to serve as registered agent, in the State of Washington, for Technically Learning. I understand that as agent for the Corporation, it will be my responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer of the Corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

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Rebecca Deutsch

Date:

Address

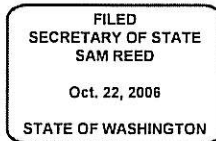
Registered Agent

# State of Washington

## Secretary of State

CORPORATIONS DIVISION  
James M. Dolliver Building  
801 Capitol Way South  
PO Box 40234  
Olympia WA 98504-0234  
360.753.7115

602 662 007



### Application for NonProfit Corporation

#### Office Information

**Application ID** 672803  
**Tracking ID** 1185498  
**Validation ID** 934450-001  
**Date Submitted for** 10/22/2006  
**Filing:**

#### Contact Information

**Contact Name** Rebecca Deutsch  
**Contact Address** 2449 E Aloha Ave  
Seattle  
WA  
98112

**Contact Email** rdeutsch@gmail.com  
**Contact Phone** 206-669-4149

## Articles of Incorporation

**Preferred Name** TECHNICALLY LEARNING

**Purpose** 1. To enable teachers to inspire and engage students in science, technology, engineer and math subjects (STEM). We strive to increase the participation of populations that are underrepresented in STEM fields. We provide hands-on learning activities and resources that integrate with existing school curriculum requirements. 2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**Duration** Perpetual  
**Incorporation Date** Effective Upon Filing by the Secretary of State  
**Expiration Date** 10/31/2007  
**Distribution of Assets** Per attached Articles of Incorporation  
**Separate Articles of** ARTICLES\_OF\_INCORP.doc  
**Incorporation Uploaded**

### Registered Agent Information

**Agent is Individual**  
**Agent Name** Rebecca Deutsch  
**Agent Street Address** 2449 E Aloha Ave  
Seattle  
WA  
98112

**Agent Mailing Address** Same as Street Address

**Agent Email Address** rdeutsch@gmail.com  
**Submitter/Agent Relationship** Submitter is Registered Agent

### Initial Directors Information

**Director #1**  
**Director Name** Rebecca Deutsch  
**Title** Director  
**Director Address** 2449 E Aloha Ave  
Seattle  
WA  
98112

**Director #2**  
**Director Name** Daniel Apone  
**Title** Director  
**Director Address** 2449 E Aloha Ave  
Seattle  
WA  
98112

**Director #3**  
**Director Name** Eric Hilton  
**Title** Director

**Director Address** 1518 McGilvra Blvd E  
Seattle  
WA  
98112

**Director #4**

**Director Name** Joseph Basirico  
**Title** Director  
**Director Address** 1518 McGilvra Blvd E  
Seattle  
WA  
98112

**Director #5**

**Director Name** Jessica Cohen  
**Title** Director  
**Director Address** 2449 E Aloha Ave  
Apt. 303  
Seattle  
WA  
98112

## Incorporators Information

**Incorporator #1**

**Incorporator Name** Eric Hilton  
**Incorporator Address** 1518 McGilvra Blvd. E  
Seattle  
WA  
98112

**Incorporator #2**

**Incorporator Name** Rebecca Deutsch  
**Incorporator Address** 2449 E Aloha Ave  
Seattle  
WA  
98112

**Incorporator #3**

**Incorporator Name** Daniel Apone  
**Incorporator Address** 2449 E Aloha Ave  
Seattle  
WA  
98112

**Incorporator #4**

**Incorporator Name** Joseph Basirico  
**Incorporator Address** 1518 McGilvra Blvd E  
Seattle  
WA  
98112

**Incorporator #5**

**Incorporator Name** Jessica Cohen  
**Incorporator Address** 424 19th Ave. E.  
Apt. 303  
Seattle  
WA  
98112

**Signature Information**

**Signed By** Rebecca Deutsch