

**ARTICLES OF INCORPORATION
OF
FAIR TRADE NORTHWEST**

The undersigned, desiring to form a corporation under the Washington Nonprofit Corporation Act (RCW 24.03), adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation shall be Fair Trade Northwest (hereinafter the “Corporation”).

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The place in Washington State where the principal office of the Corporation is to be located is the City of Bellingham, Whatcom County, Washington State.

ARTICLE IV

Section 1. Purpose

The Corporation is organized and shall be operated exclusively for the purposes of:

1. Creating an economic network which embodies the values of fair trade, cooperation, economic justice, democracy, and sustainability;
2. Developing and encouraging the experience of community and the building of social bonds;
3. Stimulating the creation of social and economic benefits by and for its members, and by extension the people of the Pacific Northwest;

Section 2. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation’s members, trustees, officers, or private individuals, but 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 IV thereof.

No substantial part of the activities of the Corporation shall be involved or carry on propaganda or otherwise attempt to influence legislation. Nor shall any activity of the Corporation consist of participating in or intervening in (including the publishing or distributing of statements) any

political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Powers

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Washington upon nonprofit corporations, including but without limitations thereon, to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest, and reinvest the principal and/or income there from or distribute the same for the above purposes.

The Directors of this Corporation are empowered to adopt Bylaws pursuant to the Revised Code of Washington, Chapter 24.03.

ARTICLE V

The address of the registered office of the Corporation shall be:

Fair Trade Northwest
P.O. Box 926
Seattle, WA 98111-0926

The name of the initial registered agent of the Corporation at such address is Calvin Priest.

ARTICLE VI

The name and address of the incorporator is:

Calvin Priest
1119 N. Forest St. #301
Bellingham, WA 98225

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be greater than four (4) and no more than nine (9) Directors. The names and addresses of the persons who shall serve the Corporation as Directors until the first annual meeting, or other meeting called to elect Directors are as follows:

Lorraine Wilde
2712 Victor St.
Bellingham, WA 98225

Stephanie Ard
15719 126th Ave.
Woodinville, WA 98072

Meredith Jarvis
1119 N. Forest St. #301
Bellingham, WA 98225

Calvin Priest
1119 N. Forest St. #301
Bellingham, WA 98225

Deborah Priest
623 Federal Ave. E #1
Seattle, WA 98102

Caroline Johnson
2829 Triumph St
Vancouver BC V5K 1T4
Canada

ARTICLE VIII

The Directors shall have no liability to the Corporation or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional 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 Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

ARTICLE IX

Section 1. Right to Indemnification.

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has

ceased to be a Director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors in the Corporation. The right to indemnification conferred in this Section 1. shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of its final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1. or otherwise.

Section 2. Nonexclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, By-Laws agreement, vote of members, if any, or disinterested Directors or otherwise.

Section 3. Insurance, Contracts, and Funding.

The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee, or agent of the Corporation against any expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may, without further membership action, enter into contracts with any Director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 4. Indemnification of Employees and Agents of the Corporation.

The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

ARTICLE X

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the educational and civic purposes to Sustainable Bellingham, 1811 Eldridge Avenue, Bellingham, WA 98225, if it is then a qualified organization. However, if

the named recipient is not then in existence or is no longer exempt from federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to Re Sources, 1155 N. State Street, Bellingham, WA 98225, an organization which has established its tax exempt status under Section 501(a) (3) of the Code. Any of such assets not so distributed shall be distributed by the Superior Court in the County in which the principal office of the Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

The affirmative vote of a majority of the Directors at any regular meeting of the members or special meeting shall be required to adopt or approve the following actions:

1. Liquidation or dissolution of the Corporation;
2. Merger, consolidation, or transfer of substantially all of the assets of the Corporation; and,
3. Repeal, modification, amendment, in whole or in part, or addition to, the Articles of Incorporation or Bylaws of the Corporation, or adoption of new Articles of Incorporation or Bylaws.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

ARTICLE XII

All references in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as periodically amended, and to the corresponding provisions of any similar law subsequently enacted.

IN WITNESS WHEREOF, the said Incorporator has hereunto set her hand and seal, this 2nd day of February, 2006.

Calvin Priest
Registered Agent & Incorporator

STATE OF WASHINGTON)
)
COUNTY OF WHATCOM) ss.

On this day, personally appeared before me, CALVIN PRIEST, to me known to be the individual that executed the within and foregoing Articles of Incorporation, and acknowledged that she signed the same as her free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

NOTARY PUBLIC in and of the State of Washington,
Residing at _____
My commission expires _____