

This form is for a multiple-member Masonic building corporation intended to qualify for federal tax exemption under Section 501(c)(2) of the Internal Revenue Code. Appropriate tax advice should be sought in forming this corporation.

After approval of these Articles or Amendments to the Articles by the Committee on Jurisprudence and the Grand Master the building corporation must file a copy along with the necessary fee in order to be an active corporation.

This form will not be changed or altered without the approval of Grand Lodge. Fill in the blanks or word process.

If these are Amended or Restated Articles of Incorporation there is no need to have "incorporators".

**ARTICLES OF INCORPORATION**

**OF**

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NAME OF CORPORATION

\_\_\_\_\_, **Washington**  
City/Town

A Washington Masonic Building Corporation

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NAME OF CORPORATION

\_\_\_\_\_, Washington  
City/Town  
A Washington Masonic Building corporation

We, the ten (10) or more undersigned persons of the age of eighteen years or more, as residents of the State of Washington, and members of the Masonic entities designated herein as the members of the corporation, acting as incorporators of a building corporation under Chapter 24.24 of the Revised Code of Washington (the "RCW"), do hereby adopt the following articles of incorporation:

**ARTICLE I**

**Name**

The name of this corporation shall be \_\_\_\_\_.  
Name of Corporation

**ARTICLE II**

**Duration**

The period of duration of this corporation shall be perpetual.

**ARTICLE III**

**Principal Place of Business**

The principal place of business of this corporation shall be in the city or town of \_\_\_\_\_, Washington.

**ARTICLE IV**

**Membership**

The members of this corporation shall consist of the following constituent Masonic lodges and/or chartered concordant Masonic bodies: *(List any other Masonic chartered concordant Bodies and organizations, which have Masonic membership in good standing or Masonic relationship as a qualification of their membership.)*

1. \_\_\_\_\_ Lodge, No. \_\_\_\_\_, Free & Accepted  
Masons of Washington, located in the city or town of \_\_\_\_\_, Washington.

2. \_\_\_\_\_ Lodge, No. \_\_\_\_\_, Free & Accepted  
Masons of Washington, located in the city or town of \_\_\_\_\_, Washington.

3. \_\_\_\_\_ Lodge, No. \_\_\_\_\_, Free & Accepted

Masons of Washington, located in the city or town of \_\_\_\_\_, Washington.

4. \_\_\_\_\_

5. \_\_\_\_\_

6. \_\_\_\_\_

7. \_\_\_\_\_

8. \_\_\_\_\_

Each of the above-designated lodges and/or bodies shall be deemed to be a single member, respectively. Qualification for membership in the corporation shall be set out in the corporation's bylaws. Except as otherwise provided herein to the contrary, the members shall have such voting rights, if any, as are provided for in the corporation's bylaws.

## **ARTICLE V**

### **Capital Stock**

There shall be no capital stock or shares in this corporation.

## **ARTICLE VI**

### **Purposes**

This corporation is organized and shall be operated for the exclusive purpose of holding title to real property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to the members of the corporation, all within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision. Subject to the preceding sentence, the purposes of the corporation shall include the following:

1. To hold title to and manage real and personal property of the corporation for the benefit of the members of the corporation.
2. To provide a building or buildings for the fraternal and social purposes of the members of the corporation.
3. To provide a suitable place for the members of the corporation and their individual Masonic members to practice, foster, and promote the principles of Freemasonry and the social, moral and spiritual benefits of Masonic influence.
4. To distribute annually to the members of the corporation, according to their "Contribution Percentages," as provided in the bylaws, all net income in excess of cash reserves necessary to pay annual expenses of operation, maintenance, repairs, taxes, insurance and other current expenses.

## ARTICLE VII

### Powers and Limitations

**Section 1.** In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's articles of incorporation or bylaws, the corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purposes.

**Section 2.** No part of the net earnings of this corporation shall inure to the benefit of any trustee or officer of the corporation, any individual who is a member of a member of the corporation, or any other private individual.

**Section 3.** 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 (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**Section 4.** This corporation shall have the powers granted by RCW 24.24, as now adopted or hereafter amended, and may exercise all other powers granted to corporations organized under the general and corporation laws of the State of Washington.

**Section 5.** Notwithstanding any other provision of these articles of incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income taxation within the provisions of Section 501(c)(2) of the Code, or any successor provision.

## ARTICLE VIII

### Government of Corporation

This corporation shall adopt bylaws to provide for the government of the corporation under the provisions of RCW 24.24. The bylaws shall specify the number, qualifications, manner of selection, terms of office, time and place of meetings, and the powers and duties of the officers and trustees of the corporation, all of which shall conform to the Washington Masonic Code and all orders, rulings, regulations and authority of The Most Worshipful Grand Lodge of Free and Accepted Masons of Washington (the "Grand Lodge"). In no event shall the incumbent Worshipful Master, Senior Warden or Junior Warden or any "Principal Officers" of any other concordant body and organization that is a member of this corporation be eligible to serve as officers of the corporation, but any or all of such individuals may serve as trustees of the corporation. The management and control of the business and property of this corporation shall be vested in the board of trustees, as provided in the bylaws.

## ARTICLE IX

### Dissolution

Upon dissolution of this corporation, all net remaining assets, after full payment of corporate debts and obligations, shall be distributed to the members of the corporation according to their "Contribution Percentages," as provided in the bylaws, if the members are then in existence and exempt from federal income taxation under Section 501(a) of the Code, or any successor provision. If a member is not then in existence or is not then exempt from federal income taxation under Section 501(a) of the Code, that member's share of the net remaining assets of the corporation shall be distributed to the Grand Lodge, if then in existence and exempt from federal income taxation under Section 501(a) of the Code. Otherwise, the superior court for the county in which the corporation's principal place of business is then located or the Washington State Attorney General shall distribute that member's share of the net remaining assets of the corporation to one or more organizations with purposes that are the same or substantially similar to the purposes of the Grand Lodge and that are exempt under Section 501(a) of the Code.

## ARTICLE X

### Board of Trustees

Following are the names and addresses of the persons who shall constitute the first board of trustees, consisting of \_\_\_\_\_, (\_\_\_\_\_) trustees, who shall govern the corporation until their successors are duly elected (or appointed) and assume office.

Spell out number                      Actual #

**Name**

**Residence Address**

1.	_____	_____
		_____
2.	_____	_____
		_____
3.	_____	_____
		_____
4.	_____	_____
		_____
5.	_____	_____
		_____
6.	_____	_____
		_____
7.	_____	_____
		_____
8.	_____	_____
		_____
9.	_____	_____
		_____
10.	_____	_____
		_____

**ARTICLE XI**

**Limitation of Liability**

A trustee shall have no liability to the corporation for monetary damages for conduct as a trustee, except for acts or omissions that involve (1) intentional misconduct by the trustee, (2) a knowing violation of the law by the trustee, or (3) any transaction from which the trustee will personally receive a benefit in money, property or services to which the trustee is not legally entitled. If the Washington Fraternal Building Corporation Act is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of trustees, then the liability of a trustee shall be limited or eliminated to the full extent permitted by the Washington Fraternal Building Corporation Act, as so amended. Any modification or repeal of this Article shall not adversely affect any right or protection of a trustee of the corporation existing at the time of such modification or repeal for or with respect to any act or omission of such trustee occurring prior to such modification or repeal.

## ARTICLE XII

### Indemnification

**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 trustee or officer of the corporation or, while a trustee or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, 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, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, 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 trustees of 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 the 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. Right of Claimant to Bring Suit.** If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of trustees or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of trustees or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the

claimant is not so entitled.

**Section 3. 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, bylaws, agreement, or vote of disinterested trustees or otherwise.

**Section 4. Insurance, Contracts and Funding.** The corporation shall obtain and maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise 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 RCW 24.03.043 of the Washington Nonprofit corporation Act and RCW 23B.08.510 of the Washington Business corporation Act, or any successor provision(s). The corporation may 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 5. Indemnification of Employees and Agents of the Corporation.** The corporation may, by action of its board of trustees 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 trustees and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business corporation Act, as applied to nonprofit corporations, or otherwise.

## ARTICLE XIII

### Incorporators

The names, places of residence, and complete addresses of those associating themselves as incorporators, all of whom are individual members in good standing of the members of the corporation, are as follows:

Name	Residence Address
1. _____	_____ _____
2. _____	_____ _____
3. _____	_____ _____
4. _____	_____ _____

- 5. \_\_\_\_\_
- 6. \_\_\_\_\_
- 7. \_\_\_\_\_
- 8. \_\_\_\_\_
- 9. \_\_\_\_\_
- 10. \_\_\_\_\_

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Signature & Date of Incorporators

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

Please indicate with a mark, which Articles have changed:

- New Articles of Incorporation
- Amendments to Articles  
No need for incorporator's signatures
- Restatement  
No need for incorporator's signature

Specific Changes:

- Article I-Name
- Article II-Principal Place of Business
- Article III-Duration
- Article IV-Membership
- Article V-Capital Stock
- Article VI-Purposes
  - 1.
  - 2.
  - 3.
  - 4.
- Article VII-Powers and Limitations
  - Section 1
  - Section 2
  - Section 3
  - Section 4
  - Section 5
- Article VIII-Government of Corporation
- Article IX-Dissolution
- Article X-Board of Trustees
- Article XI-Limitation of Liability
- Article XII-Indemnification
  - Section 1
  - Section 2
  - Section 3
  - Section 4
  - Section 5
- Article XIII-Incorporators

APPROVED \_\_\_\_\_, 20\_\_\_\_\_.

Committee on Jurisprudence

APPROVED \_\_\_\_\_, 20\_\_\_\_\_.

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Grand Master