



# Compass School

A Washington State Non-profit Public Benefit Corporation

## **ARTICLES OF INCORPORATION**

### **ARTICLE I NAME**

#### **1.01 Name**

The name of this corporation shall be Compass Education. The business of the corporation may be conducted as Compass Education or Compass School.

### **ARTICLE II DURATION**

#### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE III PURPOSE**

#### **3.01 Purpose**

Compass Education is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Compass Education provides nurturing and challenging educational opportunities for students ages 10 – 16 to help them reach their full potential. This is achieved through ability level, multi-age groupings, curriculum designed around state guidelines and experiential learning.

#### **3.02 Public Benefit**

Compass Education is designated as a public benefit corporation.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

Compass Education is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Compass Education shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Compass Education is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Compass Education of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of Compass Education any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Compass Education hereunder shall be selected by the discretion of a majority of the managing body of the Compass Education and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Compass Education by one (1) or more of its

managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Washington.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Washington to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that 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 III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### **5.01 Governance**

Compass Education shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial director of the corporation shall be Jennifer Deshaies.

**ARTICLE VI**  
**MEMBERSHIP**

**6.01 Membership**

Compass Education shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE VII**  
**AMENDMENTS**

**7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of majority of the board of directors.

**ARTICLE VIII**  
**ADDRESSES OF THE CORPORATION**

**8.01 Corporate Address**

The address of the corporation is:

Compass Education  
8040 Saddlebrook Drive  
Lynden, Washington 98264

The mailing address of the corporation is:

Compass Education  
2115 Postal Ave.  
Bellingham, WA 98226

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

Jennifer Deshaies  
2115 Postal Ave  
Bellingham, WA 98226

**ARTICLE X**  
**INCORPORATOR**

The incorporators of the corporation are as follow:

Jennifer Deshaies  
2115 Postal Ave  
Bellingham, WA 98226

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Compass Education were approved by the board of directors on the 10<sup>th</sup> of August, 2015 and constitute a complete copy of Articles of Incorporation of the Compass Education.

Jennifer Deshaies  
2115 Postal Ave  
Bellingham, WA 98226

**ACKNOWLEDGMENT OF CONSENT**  
**TO APPOINTMENT AS REGISTERED AGENT**

I, Jennifer Deshaies, agree to be the registered agent for Compass Education as appointed herein.

\_\_\_\_\_  
Jennifer Deshaies, Registered Agent

Date: \_\_\_\_\_