

D288506
FILE NUMBER

DOMESTIC



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of THE PANTAGES CENTER
a domestic corporation of Tacoma, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Non-Profit
Filed at request of
Gelman & Couture
Attorney at Law
505 American Federal Bldg.
Tacoma, WA 98402
Attn: Herbert Gelman

Filing and recording fee \$

License to June 30, 19

Excess pages @ 25¢ \$

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In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
April 24, 1979

BRUCE K. CHAPMAN
SECRETARY OF STATE



FILED
APR 24 1979 *ms*SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
THE PANTAGES CENTER

WE, THE UNDERSIGNED, acting as incorporators of a corporation under the provisions of Washington Non-Profit Corporation Act (RCW 24.03), adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation shall be THE PANTAGES CENTER.

ARTICLE II. DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III. PURPOSE

The purpose of the corporation is to promote education, improvements, and advancement of the arts; to cultivate, promote, bolster, sponsor and develop in the community the appreciation and understanding of the arts; to create and operate a center for the advancement of such purposes; to secure the interest of patrons of these arts; to provide social activities, entertainment and amusement all for no pecuniary gain; and lawfully do any and all things necessary, suitable and proper for the accomplishment of these purposes. This corporation is organized exclusively for such purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1954, and the purpose shall be to educate and encourage creative activities among children and adults in compliance with city, state and federal laws, and to which purpose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 and as thereafter amended.

Further the purposes of the corporation are:

1. To promote and encourage the use of the Pantages Theatre building in the City of Tacoma, State of Washington, as a theatre or auditorium for the arts and also as a municipal or public auditorium, for so long as, but only so long as, said building remains the property of the City of Tacoma (a municipal

corporation of the State of Washington), and any other sites deemed appropriate by the Board of Directors.

2. To assist, counsel and advise the City Council of the City of Tacoma and the city officials, officers, agents and employees thereof, as respects all matters related to the promotion, operation, administration, renovation and/or restoration of the said Pantages Theatre building, so long as the same remains the property of the City of Tacoma.

3. To promote and encourage the physical restoration, as a historic building, of the said Pantages Theatre building, so long as the same remains the property of the City of Tacoma.

ARTICLE IV. POWERS

1. To sue and be sued, complain and defend, in its corporate name.

2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

3. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

4. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

6. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

8. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country.

9. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

10. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

11. Unless otherwise provided in the articles of incorporation, to make donations for the public welfare or for charitable, scientific or educational purposes.

12. To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters at to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of board of directors or members, or otherwise.

13. To accept gifts, administer real and personal property,

raise funds, sponsor public and private programs, conduct research and planning, and undertake such other service and programs deemed necessary to encourage citizen participation and any appreciation of creative activities.

14. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE V. DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed exclusively to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation shall be DAVID WILLIAMS, and the address of the initial registered office of the corporation shall be 1316 Washington Building, Tacoma, Washington 98402.

ARTICLE VII. MEMBERS

This corporation shall have only one class of member. The manner of obtaining membership, the qualifications for membership, and the rights of members shall be as prescribed by the bylaws of the corporation.

ARTICLE VIII. DIRECTORS

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors pursuant to the provisions of the corporate bylaws are:

David Williams
7419 Zircon Dr. S.W.
Tacoma, WA 98498

Virginia Shackelford
1105 North L Street
Tacoma, WA 98403

Phil Schroeder
1524 Fair View Dr. S.W.
Tacoma, WA 98465

Herbert Gelman
1010 South 129th Street
Tacoma, WA 98444

Richard Haley
3935 North Mason
Tacoma, WA 98407

ARTICLE IX. BOARD OF DIRECTORS

The management of this corporation shall be vested in its Board of Directors. The number of directors shall be not less than 5 nor more than 21. The number, qualifications, term of office, manner of election, and time and place of meeting shall be such as are prescribed by the bylaws of the corporation.

IN WITNESS WHEREOF, the Incorporators hereunto have
 set their hands this 29 day of December, 1978.

David Williams
 DAVID WILLIAMS
Virginia Shackelford
 VIRGINIA SHACKELFORD
Richard G. Haley
 RICHARD HALEY
Phil Schroeder
 PHIL SCHROEDER
Herb Gelman
 HERB GELMAN

STATE OF WASHINGTON)
) ss.
 County of Pierce)

This is to certify that on this 28th day of December, 1978, there appeared personally before me DAVID WILLIAMS, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and did acknowledge and declare that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

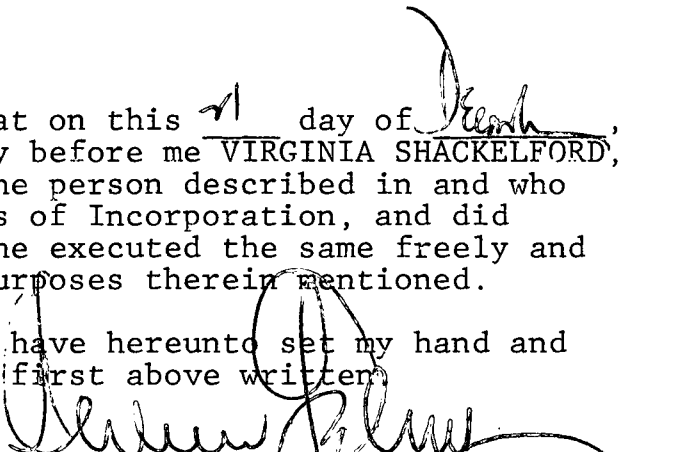
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Kathryn A. Huffmire
 NOTARY PUBLIC in and for the State
 of Washington, residing at Tacoma.

STATE OF WASHINGTON)
)ss.
County of Pierce)

This is to certify that on this 21 day of March,
1978, there appeared personally before me VIRGINIA SHACKELFORD,
to me personally known to be the person described in and who
executed the foregoing Articles of Incorporation, and did
acknowledge and declare that she executed the same freely and
voluntarily 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

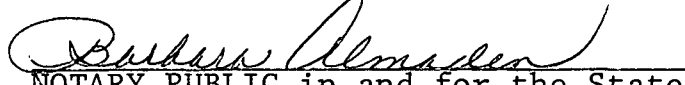


NOTARY PUBLIC in and for the State
of Washington, residing at Tacoma.

STATE OF WASHINGTON)
)ss.
County of Pierce)

This is to certify that on this 29 day of Nov.,
1978, there appeared personally before me RICHARD HALEY, to
me personally known to be the person described in and who
executed the foregoing Articles of Incorporation, and did
acknowledge and declare that he executed the same freely and
voluntarily 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 for the State
of Washington, residing at Tacoma.

STATE OF WASHINGTON)
)ss.
County of Pierce)

This is to certify that on this 21 day of Nov.,
1978, there appeared personally before me PHIL SCHROEDER, to
me personally known to be the person described in and who
executed the foregoing Articles of Incorporation, and did
acknowledge and declare that he executed the same freely and

voluntarily 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 for the State of Washington, residing at Tacoma.

STATE OF WASHINGTON)
) ss.
County of Pierce)

This is to certify that on this 21 day of December, 1978, there appeared personally before me HERB GELMAN, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and did acknowledge and declare that he executed the same freely and voluntarily 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 for the State of Washington, residing at Tacoma.