

ARTICLES OF INCORPORATION AS RESTATED - 2019

ARTICLE I

The name of this corporation is and shall be

“ORCAS ISLAND FOUNDATION”

ARTICLE II

This corporation was organized under Sections 3863 and 3864 of Remington’s Compiled Statues of the State of Washington governing benevolent and charitable institutions not operating for profit, and these supplemental articles of incorporation are under the same sections and shall have all the powers in addition to those mentioned herein as are set forth in Section 3864 above referred to.

1. To found, organize, establish, maintain and conduct schools of philosophy, science, religion and theosophy; to teach the principle of universal brotherhood; to encourage the study of comparative religion, philosophy and science, and to investigate unexplained laws of nature and the powers latent in man;

2. To buy, own, sell, rent, lease and to acquire by gifts, donation, devises and legacies; and to receive properties in trust for the purpose of carrying out the objects of this corporation with the view to the development of a center for study, education, religious and spiritual purposes in general harmony with the International Theosophical Society with headquarters at Adyar, Madras, India, and the Theosophical Society in America with headquarters at Wheaton, Illinois, except that any transfer or ownership of real or capital property shall be subject to approval of the Board of the Theosophical society in America with headquarters at Wheaton, Illinois and to the approval of all members of the Board of the Orcas Island Foundation less one;

3. To erect, construct, buy, own sell, lease, rent and conduct temples, college building, dormitories, restaurants and inns, dwelling houses, offices, rooms, halls and other building for used and purposes above mentioned.

4. To buy, own, sell, lease, rent, operate and maintain printing presses and all necessary machinery connected therewith; to purchase, own, sell, print, publish and circulate books, magazines, pictures, works of art, pamphlets, lectures and other literature, and to acquire, own, maintain and conduct a library for scientific, religious, literary and educational purposes; and to employ and pay for such personal assistance as may be necessary for purposes mentioned in these articles.

5. To borrow money for any of the purposes above enumerated in these articles, and to issue promissory notes, bonds, deeds of trust or mortgages and other evidences of indebtedness as security therefore; to loan its surplus funds on interest bearing securities, to take and receive promissory notes, bonds, deeds of trust or mortgages or other evidences of indebtedness as security therefore, except that any indebtedness secured by mortgages on the real or capital property of the Orcas Island Foundations shall be subject to the approval of the Board of the Theosophical Society in America with

headquarters at Wheaton, Illinois, and the approval of all members of the Board of Orcas Island Foundation less one.

ARTICLE III

Membership in this corporation shall be limited to the following classes:

(a) Regular members, not to exceed seven in number who shall constitute the first board of directors set forth herein, and their successors to be elected in the manner provided in the by-laws of the corporation, all of who must be members in good standing of the Theosophical Society having international headquarters at Adyar, India;

(b) Associate members, whose powers and status are defined by the bylaws of the corporation, and who may, but need not be, members of the TS.

The resignation, removal or loss of membership in the TS shall automatically disqualify any person from holding office as a director of the corporation, it being the purpose and intent of the corporation that the directors and successors shall manage and operate the affairs of the corporation in furtherance of the ideals and purposes of the Theosophical Society and its allied movements.

ARTICLE IV

The number of directors of this corporation shall be seven, and the following shall manage the corporate affairs until their successors are elected and qualified, to wit: Austin E. Bee, and Ray M. Wardall, of Seattle, Washington, until September 15, 1946; A.J. Harrison, of Vancouver, B.C., Canada, and Dorothy Abbenhouse, of Seattle, Washington, until September 15, 1947; and H. Eugene Emmons, of Tacoma, Washington, Ruby Page Euwer, of Portland, Oregon, and Fritz Kunz, of Port Chester, New York, until September 15, 1948. The two directors whose terms expire September 15, 1946 shall be elected as follows: one by the remaining members of the Board and the other by the associate members, in the manner provided by the by-laws. The same procedure of election shall obtain for the two directors whose terms expire in 1947; and upon the expiration of the terms of the three whose offices expire in 1948, two shall be chosen by the Board and one elected by the associate member -- all being elected in their respective years for a term of three years.

No director shall be eligible to immediately succeed himself in office after having served for a six-year period (two terms).

ARTICLE V

Joint approval by the boards of the TS in America and the OIF shall be required for any further changes in these articles.

ARTICLE VI

This corporation shall have perpetual succession as provided by the by-laws of the State of Washington governing religious, social and charitable corporations and associations and in the event of the failure or dissolution of the corporation for any reason, any and all property owned by it shall revert

to and become property of the TS in America with headquarters at Wheaton, Illinois.

ARTICLE VII

A director or officer of the Corporation shall incur no personal liability to the Corporation or to its members for monetary damages for conduct as a director or officer, except to the extent the director or officer is held accountable for (i) acts or omissions which involve intentional misconduct or a knowing violation of law, or (ii) for any transaction from which the director or officer personally obtained a benefit in money, property or services to which the director or officer is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer to the corporation shall be eliminated or limited to the fullest extent permitted by law. Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.