

**ARTICLES OF INCORPORATION
OF
ANTIQUÉ PHONOGRAPH SOCIETY**

The undersigned, acting as incorporator under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), adopts the following:

**ARTICLE I
NAME**

The name of this corporation shall be Antique Phonograph Society (hereinafter referred to as the “**Corporation**”).

**ARTICLE II
DURATION**

This Corporation is organized under the Washington Nonprofit Corporation Act, RCW Ch. 24.03 and shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS**

3.1 Purposes. This corporation is organized exclusively for educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) [“the Code”], and in particular to conduct research with respect to the preservation of phonographs and related machines, devices and apparatus that create and reproduce recorded sound (“Antique Phonographs”), and the recorded sounds themselves, including records, cylinders, discs and other media (“Records”), and methods and practices concerning all of the foregoing, and to provide scholarly information, services and entertainment to persons interested in collecting and preserving Antique Phonographs and Records; to encourage the public to become interested in and participate in museum-quality preservation and authentic restoration standards when restoring Antique Phonographs and Records; to educate the public regarding the value and care of Antique Phonographs and Records so that future generations may learn and enjoy this early form of recorded sound and to disseminate knowledge and information concerning the same.

3.2 Powers. The powers of this corporation are as follows:

3.2.1 To engage in any and all activities that may, in the judgment of the Board of Directors and the Advisory Board of Directors (“Advisory Board”), at any time be incidental or conducive to the attainment of the foregoing purposes.

3.2.2 To exercise any and all powers that a corporation formed under the Washington Nonprofit Corporation Act, or any amendment thereto or substitute therefor, may at the time lawfully carry on or do.

3.3 No Other Purposes or Powers. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers not in furtherance of § 501(c)(3) of the Code.

ARTICLE IV LIMITATIONS

4.1 All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

4.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

4.3 Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

4.4 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No part of its net earnings shall inure to the benefit of any member or other individual. No capital stock shall ever be issued and no dividends, rebates, or other allowances shall be paid to the members of this Corporation from any income which it may realize or from any other source.

4.4.1 All funds received by this Corporation as contributions, dues, fees, or similar payments or as income, shall be exclusively held and disbursed for the purposes mentioned in Article III above, including reasonable salaries and fees for services rendered to or on behalf of this corporation and reimbursements for expenditures incurred by directors, officers, or members on behalf of the Corporation.

4.5 Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of or provision for payment of all debts and liabilities of the Corporation shall be distributed to an organization or organizations, as determined by the Board of Directors, and approved by the Advisory Board that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

4.6 During the period the Corporation is the beneficial owner of any securities of an issuer with a class of equity security which is registered pursuant to Section 12 of the Securities Exchange Act of 1934, no Advisory Board member, director or officer of the Corporation who is also an officer, director or beneficial owner of more than 10 percent (10%) of any class of equity security of such issuer, or any other individual or entity (if securities held by such other individual or entity would be deemed to be beneficially owned by such Advisory Board member, director or officer for the purposes of Section 16 of such Act) shall directly or indirectly engage in any self-dealing transaction with the Corporation, including any act which would be self-dealing as defined in Code Section 4941(d) if the Corporation were a private foundation as defined in Code Section 509(a) and such advisory board member director or officer were a disqualified person as defined in Code Section 4946 with respect to the Corporation.

4.7 If this Corporation is or becomes a private foundation within the meaning of Section 509 of the Code, and for as long as such private foundation status continues, the following provisions shall apply in the management of its affairs:

4.7.1 Each year the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

4.7.2 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

4.7.3 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4.7.4 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

4.7.5 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

4.8 No Disbursement to Members, Directors, or Officers. The Corporation shall not make any disbursement of income to its members, Advisory Board members, directors, or officers. The Corporation is one which is not organized to make profit for itself or its members, as such. No part of its net earnings shall inure to the benefit of any member or other individual. No capital stock shall ever be issued and no dividends, rebates, or other allowances shall be paid to the members of this Corporation from any income which it may realize or from any other source.

4.9 Use of Funds. All funds received by this Corporation as contributions, dues, fees, or similar payments or as income, shall be exclusively held and disbursed for the purposes mentioned in Article III above, including reasonable salaries and fees for services rendered to or on behalf of this Corporation and reimbursements for expenditures incurred by advisors, directors, officers, or members on behalf of the Corporation.

ARTICLE V MEMBERS

5.1 Designation and Qualifications. The Corporation shall have members. Membership shall be open to any person or organization which shares the mission as set forth in Article III and has paid annual membership dues. The Board of Directors shall determine the dues, fees and/or other contributions required to obtain membership. The Board of Directors may designate certain classifications of donors or supporters as “General Members”, “Associate Members”, “Junior Members” or “Honorary Members” or similar designations, including membership levels such as for example but not limitation, “Sponsors” and “Patrons”. Members shall have no voting rights, or any other rights as members under the Washington Nonprofit Corporation Act (the “Act”), provided, however, the Board of Directors may, in its discretion, submit any issue to the membership for a non-binding advisory vote, in which case each member shall have one vote.

5.2 Certificates. The Corporation may issue certificates, cards or other indicia evidencing membership in this Corporation.

ARTICLE VI DIRECTORS and ADVISORY BOARD

6.1 Board of Directors and Advisory Board. The management affairs of the Corporation shall be governed by a Board of Directors, subject to the governing oversight of the Advisory Board as provided in the Bylaws. Thus, all governance and matters of RCW 24.03.095 for the Corporation shall be managed by the Advisory Board as provided herein and in the Bylaws. The number of directors of the Corporation and their method of selection shall be fixed as provided in the Bylaws and may be changed from time to time by amending the Bylaws. The Advisory Board shall have the powers granted to it hereunder and under the Bylaws. The number of persons serving on the Advisory Board, and their method of selection, shall be fixed as provided herein and in the Bylaws, and may be changed from time to time by amendment to the Articles and/or the Bylaws, as applicable.

6.2 Powers of Advisory Board.

6.2.1 The Advisory Board is expressly authorized to make, alter, and repeal these Articles and the Bylaws of the Corporation. The Advisory Board shall have the powers granted to it under the Bylaws, including the power to determine the powers its delegates to the Board to Directors, and to elect the persons serving on the Board of Directors and on the Advisory Board.

6.2.2 The Advisory Board, shall have the power, at the end of any calendar year, to refund membership fees collected during such year in excess of the needs of the Corporation, to the members in direct proportion to their contribution of such fees.

6.2.3 To the fullest extent permitted by the Washington Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, neither a member of the Advisory Board nor a member of the Board of Directors of this Corporation shall be personally liable to the Corporation for monetary damages for conduct as such member of the Advisory

Board and/or member of the Board of Directors. Any amendment to or repeal of said act shall not adversely affect a member of the Advisory Board or a member of the Board of Directors of this Corporation with respect to any conduct of such person occurring prior to such amendment or repeal.

6.3 Interested Party Transactions. The Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise with its Advisory Board members, directors, officers, and members and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise; in the absence of fraud, if the material facts concerning the transaction and concerning the interest of such director, officer, or member were disclosed or known to the Advisory Board and/or Board of Directors at the meeting thereof at which such contract or transaction was authorized or confirmed, then such contract or transaction shall not be affected or invalidated and such Advisory Board member, director, officer, or member shall not be liable to account to the Corporation or its members, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation or its members arising out of such office or membership, for any profit or benefit realized by him through any such contract or transaction.

6.4 Liability. To the full extent permitted by the Washington Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, neither a member of the Advisory Board nor a member of the Board of Directors of this Corporation shall be personally liable to the Corporation for monetary damages for conduct as an advisor and/or director. Any amendment to or repeal of this section shall not adversely affect an advisor and/or director of the Corporation with respect to any conduct of such person occurring prior to such amendment or repeal.

ARTICLE VII INDEMNIFICATION

7.1 Right to Indemnification. Each individual (hereinafter an "indemnitee") who was or is made a party 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 and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a member of the Advisory Board, a member of the Board of Directors or an officer of the Corporation or that, while serving as a member of the Advisory Board, a member of the Board of Directors, or officer of the Corporation, he or she is or was also serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a foreign or domestic partnership, joint venture, trust, employee benefit plan or other enterprise, whether the basis of the proceeding is alleged action in an official capacity as such a director, officer, employee, partner, trustee, or agent or in any other capacity while serving as such director, officer, employee, partner, trustee, 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, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a member of the Advisory Board, a member of the Board of Directors, an officer, employee, partner, trustee, or agent and shall inure to the benefit of the

indemnitee's marital community, heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnitee if the Corporation is prohibited by the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in Section 7.2 of this Article with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized or ratified by the Advisory Board and/or the Board of Directors. Nothing in this article shall be construed as a limitation on the Corporation's power to indemnify a member of the Advisory Board, a member of the Board of Directors, an officer, employee or other agent of the Corporation or to pay expenses incurred by a member of the Advisory Board, a member of the Board of Directors, an officer, employee or other agent of the Corporation in connection with an action in advance of its final disposition. The right to indemnification conferred herein is a contract right upon which each member of the Advisory Board, each member of the Board of Directors and each officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this article shall not adversely affect any right or protection of a member of the Advisory Board, a member of the Board of Directors, and/or or an officer of the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

7.2 Advancement of Expenses. The right to indemnification conferred in Section 7.1 shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). Any advancement of expenses shall be made only upon delivery to the Corporation of a written undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under Section 7.1 and upon delivery to the Corporation of a written affirmation (hereinafter an "affirmation") by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the Corporation pursuant to this Article.

7.3 Right of Indemnitee to Bring Suit. If a written claim for indemnification under Section 7.1 of this Article is not paid in full by the Corporation within sixty days after the Corporation's receipt thereof, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful, in whole or in part, in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expenses of prosecuting or defending such suit. The indemnitee 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 an advancement of expenses, where the required undertaking and affirmation have been tendered to the Corporation) and thereafter the Corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Corporation (including the Advisory Board and/or the Board of Directors, independent legal counsel or the shareholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the Corporation (including the Advisory Board

and/or the Board of Directors, independent legal counsel or the shareholders) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

7.4 Nonexclusivity of Rights. The right to indemnification and the advancement of expenses conferred in this Article VII 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 or Bylaws of the Corporation, general or specific action of the Advisory Board and/or the Board of Directors, contract or otherwise.

7.5 Insurance, Contracts and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a member of the Advisory Board, a member of the Board of Directors, an officer, employee or agent of the Corporation or who, while a member of the Advisory Board, a member of the Board of Directors, an officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against or incurred by the individual in that capacity or arising from the individual's status as a member of the Advisory Board, a member of the Board of Directors, an employee or agent, 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 enter into contracts with any member of the Advisory Board, any member of the Board of Directors, any officer, employee or agent 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.

7.6 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses 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.

7.7 Persons Serving Other Entities. Any individual who is or was a member of the Advisory Board, a member of the Board of Directors, an officer or employee of the Corporation who, while serving as such on behalf of the Corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the Corporation or (b) as a trustee of an employee benefit plan and the duties of the director or officer to the Corporation also impose duties on, or otherwise involve services by, the director or officer to the plan or to participants in or beneficiaries of the plan, shall be deemed to be so serving at the request of the Corporation and entitled to indemnification and advancement of expenses under this Article.

7.8 Validity. If any provision of this Article VII or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances other than those as to which it is held

invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

**ARTICLE VIII
OTHER MATTERS**

8. Initial Members of Advisory Board. The number of Advisory Board members constituting the initial Advisory Board shall be nine (9); and the initial Advisory Board of this Corporation shall consist of the following persons:

	<u>Name</u>	<u>Address</u>
1.	Robert Baumbach	c/o William L. Hawes, CPA William L. Hawes Company, P.S. 6427 NE 129 th Place Kirkland, WA 98034
2.	Gregg Cline	c/o William L. Hawes, CPA William L. Hawes Company, P.S. 6427 NE 129 th Place Kirkland, WA 98034
3.	Charles Hummel	c/o William L. Hawes, CPA William L. Hawes Company, P.S. 6427 NE 129 th Place Kirkland, WA 98034
4.	Anil Menon	c/o William L. Hawes, CPA William L. Hawes Company, P.S. 6427 NE 129 th Place Kirkland, WA 98034
5.	Jeffrey Oliphant	c/o William L. Hawes, CPA William L. Hawes Company, P.S. 6427 NE 129 th Place Kirkland, WA 98034
6.	Michael Shawn O'Rourke	c/o William L. Hawes, CPA William L. Hawes Company, P.S. 6427 NE 129 th Place Kirkland, WA 98034
7.	George Paul	c/o William L. Hawes, CPA William L. Hawes Company, P.S. 6427 NE 129 th Place Kirkland, WA 98034

The below individuals hereby approve and ratify the above Articles of Incorporation and agree to serve as the Advisory Board of the Antique Phonograph Society:

_____/s/_____
Robert Baumbach, Member of the Advisory Board

_____/s/_____
Gregg Cline, Member of the Advisory Board

_____/s/_____
Charles Hummel, Member of the Advisory Board

_____/s/_____
Anil Menon, Member of the Advisory Board

_____/s/_____
Jeffrey Oliphant, Member of the Advisory Board

_____/s/_____
Michael Shawn O'Rourke, Member of the Advisory Board

_____/s/_____
George Paul, Member of the Advisory Board

_____/s/_____
Rodney Pickett, Member of the Advisory Board

_____/s/_____
René Rondeau, Member of the Advisory Board

CONSENT TO SERVE AS REGISTERED AGENT

I hereby consent to serve as registered agent in the State of Washington for the above-named Corporation. I understand that as agent for the Corporation it will be my responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation, and immediately to notify the office of the Secretary of State in the event of my resignation or of any change in the registered office address of the Corporation for which I am agent.

Executed this ____ day of _____, 2014.

William L. Hawes