

APR 15 1993

RALPH MUNRO
SECRETARY OF STATE

601 459 107

ARTICLES OF INCORPORATION
OF
CASCADIA QUEST
(a nonprofit corporation)

The undersigned, to form a nonprofit corporation under the Washington Nonprofit Corporation Act (hereafter the "Nonprofit Act"), Chapter 24.03 of the Revised Code of Washington, hereby signs and delivers to the Secretary of State in duplicate these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Cascadia Quest.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSE

The corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and as hereafter amended (the "Code"). Specifically, the corporation shall exist to foster among the young people of the world an ethic of global service, that is, service which asks of young men and women that they transcend national boundaries to serve all peoples of the world as well as the planet Earth -- the land, water and air.

To achieve these purposes, Cascadia Quest will:

- 1) Make a significant contribution to the restoration of ecosystems throughout the northwestern United States and British Columbia (known as the "Cascadia bioregion") by providing the volunteer labor of young people from around the world to complement the restoration efforts of private organizations and public agencies in the region.

2) Teach skills in global citizenship, break down stereotypes and build leadership potential among young people by providing them hands-on training in cross-cultural understanding and communication, conflict resolution, environmental education, and sustainable living.

3) Create an effective, replicable model of global service within the Cascadia region; share that model with international partner organizations; and learn from programs developed by those partners throughout the world.

4) Educate and cooperate with leaders of non-governmental organizations, government agencies and the United Nations so that global service opportunities are someday given to millions of young people.

ARTICLE IV

LIMITATIONS AND GENERAL POWERS

4.1 Stock. The corporation shall have no capital stock.

4.2 Earnings. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any of its members, if any, directors, officers or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make other reasonable payments in furtherance of the purposes set forth in Article III.

4.3 Limitations on Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted to Section 501(c)(3) organizations by the Code, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on: (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by any organization, contributions to which are deductible under Section 170(c)(2) of the Code.

4.4 Powers. In general, and subject to such limitations and conditions which are or may be prescribed by law, by these Articles of Incorporation and by the corporation's Bylaws, the corporation shall have all powers which now or are hereafter

conferred by law upon a corporation organized under the Nonprofit Act, as necessary, incidental or conducive to attaining the purposes of the corporation. The authority to make, alter, amend or repeal the Bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board.

ARTICLE V

LIMITATION OF LIABILITY AND INDEMNIFICATION

5.1 Directors and Officers. The corporation shall indemnify all present and former directors and officers against any liability, including reasonable expenses and advance of reasonable expenses, arising out of any proceeding (including by or in the right of the corporation) to which a director or officer may be a party by reason of the fact that he or she is or was a director or officer of the corporation, all as defined in and to the fullest extent permitted by the Nonprofit Act, and to the extent applicable the Washington Business Corporation Act (the "Corporation Act"), provided that no such indemnity shall indemnify any director or officer: (i) from or on account of acts or omissions of such directors or officers finally adjudged to be intentional misconduct or a knowing violation of law; or (ii) from or on account of conduct of such director or officer finally adjudged to be in violation of Section 23B.08.310 of the Revised Code of Washington; or (iii) from or on account of any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property, or services to which the director was not legally entitled; and further provided that indemnification for any officer who is not a director shall be limited to such indemnification which would be permitted if such officer were a director. If, after the effective date of this Article, the Nonprofit Act, or to the extent applicable, the Corporation Act, is amended to authorize further indemnification of directors or officers, then directors and officers of this corporation shall be indemnified to the fullest extent permitted by the Nonprofit Act and Corporation Act, as so amended.

5.2 Employees and Agents. The corporation may indemnify present and former employees and agents of the corporation to such extent, consistent with law, as may be provided by general or specific action of the board of directors, or by contract.

5.3 Insurance. The corporation may purchase and maintain insurance to protect itself and any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the

provisions of the Nonprofit Act or to the extent applicable, the Corporation Act.

ARTICLE VI
DISSOLUTION

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all remaining assets of the corporation, after payment of or provision for all corporate debts and obligations, shall be distributed by the board of directors for substantially similar uses and purposes to an organization that then qualifies for exemption under the provisions of Section 501(c)(3) of the Code.

ARTICLE VII
ADDRESS OF OFFICE AND REGISTERED AGENT

The name of the Registered Agent of the corporation is PTSGE Corp. The street address of the Registered Agent is: 5000 Columbia Center, 701 Fifth Avenue, Seattle, Washington 98104-7078.

ARTICLE VIII
DIRECTORS

The management of the corporation shall be vested in a board of directors. The number, qualifications, terms of office, manner of election, time and place of meetings and powers and duties of the directors shall be prescribed in the Bylaws, but the number of persons constituting the initial board of directors shall be seven (7), and the names and addresses of the persons who are to serve as the initial board of directors of the corporation until the first meeting of the board of directors or until their successors are elected and qualified are:

Dorothy Argent, P.O. Box 2385, Salmon Arm, British Columbia V1E4R3, Canada

Shanti Avirgan, 6805 Prince Georges Avenue, Takoma Park, MD 20819

Noreen Callaghan, 5119 Phinney Avenue N., Seattle, WA 98103

Bruce Herbert, 1421 15th Avenue - Apt. 205, Seattle, WA 98122

John O'Brien, 3525 Gilham, Eugene, OR 97401

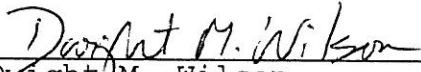
Janie Starr, 3819 N. 39th, Tacoma, WA 98407

Dwight M. Wilson, P.O. Box 425, Indianola, WA 98342

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is: Dwight M. Wilson, P.O. Box 425, Indianola, WA 98342.

The undersigned incorporator has signed these Articles of Incorporation in duplicate originals on this 15th day of April, 1993.


Dwight M. Wilson

CONSENT TO APPOINTMENT AS REGISTERED AGENT

To the Secretary of State of the State of Washington, and to the officers and directors of Cascadia Quest:

PTSGE Corp. hereby consents to serve as registered agent, in the State of Washington, for Cascadia Quest. As agent for the corporation, it will be the responsibility of PTSGE Corp. to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of the resignation of PTSGE Corp. or of any change in the registered office address of the corporation for which PTSGE Corp. is agent.

April 13, 1993
Date

PTSGE Corp.

By Lucy Walsh
Lucy Walsh
Secretary