

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF INCORPORATION**

to

**WASHINGTON VACCINE ASSOCIATION**

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 4/1/2010

UBI Number: 603-004-554

APPID: 1695432



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

FILED  
SECRETARY OF STATE

APR 01 2010

STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

WASHINGTON VACCINE ASSOCIATION

A nonprofit corporation

603 004 554

The undersigned, a person of the age of eighteen years or more, hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Washington Nonprofit Corporation Act, Chapter 24.03 RCW.

ARTICLE I

Name

The name of this corporation is Washington Vaccine Association.

ARTICLE II

Duration

The duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this corporation, a nonprofit charitable organization, is formed are:

1. To collect and remit adequate funds from health carriers and third-party administrators for the cost of vaccines provided to certain children in Washington state, pursuant to SSHB 2551, Ch. 174, 61st Leg., 2010 Reg. Sess. (Wash. 2010), as the same may be amended from time to time ("the Act" herein).

2. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors and which is legal and proper for a nonprofit corporation under the laws of the State of Washington as they now exist or are hereafter amended, or the laws of any other state in which this corporation may legally operate, if applicable; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

3. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation.

#### ARTICLE IV

##### Powers

This corporation shall have all those powers which are possessed by a corporation organized under the Washington Nonprofit Corporation Act and which are consistent with Section 501(c)(3) of the Code, subject to the limitations set forth in these Articles of Incorporation.

#### ARTICLE V

##### Registered Office and Agent

The address of the initial registered office of this corporation is 1700 Seventh Avenue, Suite 1900, Seattle, Washington 98101, and the name of its initial registered agent at such address is BB&L Corporate Services, Inc. The written consent of such person to serve as registered agent is attached hereto.

#### ARTICLE VI

##### Initial Directors

The management of this corporation shall be vested in a Board of Directors. The number of directors and the manner of their selection shall be as prescribed in the Act and the Bylaws of this corporation; provided that the initial directors shall be eleven (11) in number and their names and addresses are:

##### Name

##### Address

Brian Ancell

c/o Premera Blue Cross  
7001 220th Street SW, MS 311  
Mountlake Terrace, WA 98043

Joseph Gifford, M.D.

c/o Regence Blue Shield  
1800 Ninth Avenue, M/S S504  
Seattle, WA 98101

Phil Haas	c/o Aetna Life Insurance Co. 413 Pine Street, Suite 400 Seattle, WA 98101
Dr. Roger Muller	c/o United Healthcare MS ORO15-1000 5 Centerpointe Drive, Suite 600 Lake Oswego, OR 97035
Laura McMillan	c/o Group Health Headquarters 320 Westlake Avenue N., Suite 100 Seattle, WA 98109-5233
Mary Kay O'Neill	c/o CIGNA 701 Fifth Avenue, Suite 4900 Seattle, WA 98104
Mary Wendt	c/o Washington Department of Health P.O. Box 47830 Olympia, WA 98504-7830
Dr. Beth Harvey	3516 12th Avenue NE Olympia, WA 98506
Dennis Kirkpatrick	c/o WPAS-Inc. 2815 Second Avenue, Suite 300 P.O. Box 34203 Seattle, WA 98124
Dorothy Teeter	c/o Public Health, Seattle and King County 401 Fifth Avenue, Suite 1300 Seattle, WA 98104
Dr. Ed Marcuse	c/o Seattle Children's Hospital 4800 Sand Point Way NE, T-0111 P.O. Box 5371 Seattle, WA 98105-0371

---

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

## ARTICLE VII

### Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this corporation, and members shall have the power to alter, amend, or repeal such Bylaws only as provided therein.

## ARTICLE VIII

### Limitations

This corporation shall have no capital stock, and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE IX

---

### Limitation on Personal Liability of Directors

A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director for: (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, or (ii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by law, as so amended. 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 of the corporation existing at the time of such repeal or modification.

In accordance with Section 8 of the Act, no liability on the part of, and no cause of action of any nature, shall arise against any member of the board of directors, against an employee or agent of the corporation, or against any health care provider, for any lawful action taken by them in the performance of their duties or required activities under the Act.

ARTICLE X

Indemnification

The corporation shall have the power to indemnify its directors, officers and agents to the full extent permitted by law and as further provided in the corporation's bylaws. The foregoing notwithstanding, this corporation shall have the power to indemnify or agree to indemnify a director made a party to a proceeding, or obligate itself to advance or reimburse expenses incurred in a proceeding, without regard to the limitations in RCW 23B.08.510 through RCW 23B.08.550, provided that no such indemnity shall indemnify any director from or on account of (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of laws; (b) conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property or services to which the director was not legally entitled. Any determination as to any indemnity or advance of expenses by this corporation may be made as set forth in the corporation's bylaws or otherwise as provided by law.

ARTICLE XI

Members

The corporation shall have such members as provided in the Act and further provided in the Bylaws of the Corporation.

---

ARTICLE XII

Incorporator

The name and address of the incorporator is:

Anne M. Redman

1700 Seventh Avenue, Suite 1900  
Seattle, WA 98101

ARTICLE XIII

Distributions Upon Dissolution

Upon any dissolution of this corporation under provisions of the laws of the State of Washington for nonprofit corporations, funds remaining in the universal purchase vaccine account created under RCW 43.70.720 that were collected under the Act must be returned to the members in proportion to their previous year's contribution as provided in Section 12(2) of the Act, and all assets of the corporation remaining after payment of creditors shall be distributed to one or more

organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes thereto, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers or directors of the corporation.

#### ARTICLE XIV

##### Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon members of the corporation are granted subject to this reservation.

EXECUTED IN DUPLICATE this 31<sup>st</sup> day of March, 2010

INCORPORATOR:



Anne M. Redman

**CONSENT TO SERVE AS REGISTERED AGENT**

BB&L Corporate Services, Inc. hereby consents to serve as Registered Agent in the state of Washington for the following corporation:

**Washington Vaccine Association**

BB&L Corporate Services, Inc. understands that as agent for the corporation, it will be BB&L Corporate Services, Inc.'s (agent's) responsibility 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 BB&L Corporate Services, Inc., or of any changes in the registered office address of the corporation for which BB&L Corporate Services, Inc. is agent.

Dated this 31<sup>st</sup> day of March, 2010.

BB&L CORPORATE SERVICES, INC.



By Anne M. Redman, Treasurer

ADDRESS OF REGISTERED AGENT: 1700 Seventh Avenue, Suite 1900  
Seattle, WA 98101



APR 05 2010

STATE OF WASHINGTON

ARTICLES OF AMENDMENT  
OF  
WASHINGTON VACCINE ASSOCIATION

Pursuant to the provisions of the Washington Nonprofit Corporation Act, Chapter 24.03 RCW, the following Articles of Amendment are submitted for filing for the purpose of amending the Articles of Incorporation of Washington Vaccine Association.

ARTICLE I

The name of this corporation is Washington Vaccine Association (the Corporation").

ARTICLE II

The amendment adopted to the Articles of Incorporation is as follows:

Article VIII, **Limitations**, is hereby amended in its entirety to read as follows:

This corporation shall have no capital stock, and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. Provided further, that no state employed officers or directors shall receive compensation for services rendered, reimbursement for expenses, or remuneration of any kind from the corporation and the state employed officers and directors shall otherwise comply with the Executive Ethics Act, Chapter 42.52 RCW. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

The amendment was adopted at a meeting of the board of directors on April 2, 2010. A quorum was present at that meeting and the amendment received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 2 day of April, 2010.

WASHINGTON VACCINE ASSOCIATION

By: Brian Ancell  
Name: Brian Ancell  
Title: President