

Filing Fee: \$50.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

2009 OCT 21 PM 12:22

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is ST LAURENT INSTITUTE
2. It is incorporated under the laws of WASHINGTON
3. The date of its incorporation is 09/07/2006
4. The address of its principal office in the state or country under the laws of which it is incorporated is:
120 NE 136TH AVE STE 200, VANCOUVER, WA 98684-6964
5. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200
Warwick, RI 02888 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is National Registered Agents, Inc.
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
MEDICAL RESEARCH

FILED^c

OCT 21 2009

By 101838

12:22

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	EMILE LEVISETTI	120 NE 136TH AVE STE 200 VANCOUVER, WA 98684
Director	STEVE BAKALAR	120 NE 136TH AVE STE 200 VANCOUVER, WA 98684
Director		
President	GEORGES C ST LAURENT JR*	120 NE 136TH AVE STE 200 VANCOUVER, WA 98684
Vice President	WILLIAM C ST LAURENT*	120 NE 136TH AVE STE 200 VANCOUVER, WA 98684
Treasurer	DANIEL B MYERS-POWER	120 NE 136TH AVE STE 200 VANCOUVER, WA 98684
Secretary	DANIEL B MYERS-POWER	120 NE 136TH AVE STE 200 VANCOUVER, WA 98684

* ALSO A DIRECTOR.

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 10/19/2009

ST LAURENT INSTITUTE

Print Exact Name of Corporation Making Application

By

☒ President or ☐ Vice President (check one)

AND

By

☒ Secretary or ☐ Assistant Secretary (check one)

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 EXISTENCE/AUTHORIZATION
OF
ST. LAURENT INSTITUTE

I FURTHER CERTIFY that the records on file in this office show that the above named Non-Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 9/7/2006.

I FURTHER CERTIFY that as of the date of this certificate, ST. LAURENT INSTITUTE remains active and has complied with the filing requirements of this office.

Date: October 19, 2009

UBI: 602-648-345



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

Sam Reed, Secretary of State

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 that the attached is a true and correct copy of

ARTICLES OF INCORPORATION

of

ST. LAURENT INSTITUTE

as filed in this office on September 7, 2006.

Date: October 20, 2009



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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State



STATE OF WASHINGTON
SECRETARY OF STATE

FILED
SECRETARY OF STATE

SAM REED

SEPTEMBER 7, 2006

STATE OF WASHINGTON

FOR OFFICE USE ONLY

APPLICATION TO FORM A NONPROFIT CORPORATION

(Per Chapter 24.03 RCW)

FEE: \$30

EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITED" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

- Please PRINT or TYPE in black ink
- Sign, date and return original AND ONE COPY to:

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

FILED: / / USE: 602 648 345
CORPORATION NUMBER:

IMPORTANT! Person to contact about this filing The Company Corporation	Daytime Phone Number (with area code) 800-315-9420
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ARTICLES OF INCORPORATION

NAME OF CORPORATION	(May contain designations such as "Association," "Services" or "Committee." May not contain a corporate designation such as "Corporation," "Incorporated" or "Limited" or the abbreviation "Corp." "Inc." "Co." or "Ltd.")
ST. LAURENT INSTITUTE	
EFFECTIVE DATE OF INCORPORATION	(Specified effective date may be up to 30 days after receipt of the document by the Secretary of State)
☐ Specific Date: _____	☒ Upon filing by the Secretary of State
TERM OF EXISTENCE	(Check one box only)
☒ Perpetual ☐ _____ Years (Please indicate number of years)	
PURPOSE FOR WHICH THE NONPROFIT CORPORATION IS ORGANIZED: (If necessary, attach additional information)	
RESEARCH IN MOLECULAR BIOLOGY, NEUROSCIENCE, AND GENOMICS.	
IN THE EVENT OF A VOLUNTARY DISSOLUTION, THE NET ASSETS WILL BE DISTRIBUTED AS FOLLOWS: (If necessary, attach additional information)	
ASSETS to be donated to non profit organizations (SEE: BY LAWS)	

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT	
Name Corporation Service Company	
6500 Harbour Heights	
Street Address (Required)	Pkwy, Suite 400 City Mukilteo State WA ZIP 98275
PO Box (Optional - Must be in same city as street address)	ZIP (If different than street ZIP)
I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.	
By: 	Lamont W. Jones, Asst. VP
Signature of Agent	Printed Name Date 9-6-06

NAMES AND ADDRESSES OF EACH INITIAL BOARD DIRECTOR (If necessary, attach additional names and addresses)	
Name SEE ATTACHMENT "A"	
Address _____ City _____ State _____ ZIP _____	

NAMES AND ADDRESSES OF EACH INCORPORATOR (If necessary, attach names, addresses and signatures of each additional incorporator)	
Name SEE ATTACHMENT "B"	
Address _____ City _____ State _____ ZIP _____	

SIGNATURE OF INCORPORATOR	
This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.	
SEE ATTACHMENT "B"	
Signature of Incorporator	Printed Name Title Date

CORPORATIONS INFORMATION AND ASSISTANCE - 360/753-7115 (TDD - 360/753-1485)

09/07/2006 909489
\$50.00 Check #159512
Tracking ID: 1163115
Doc No: 909489-001

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

09-001 (9/06)

Attachment "A":

Names And Addresses Of Each Initial Board Director:

Georges St. Laurent Jr.
120 NE 136th Ave.
Vancouver, WA 98684

Georges St. Laurent III
120 NE 136th Ave.
Vancouver, WA 98684

William St. Laurent
120 NE 136th Ave.
Vancouver, WA 98684

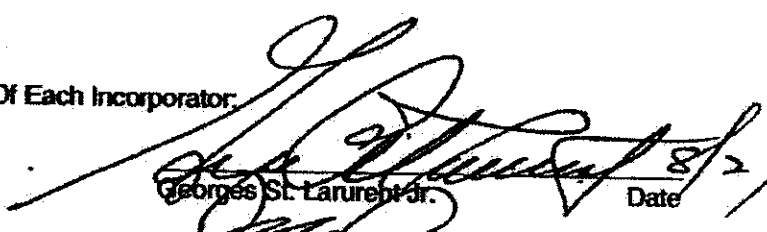
Attachment "B":

Names And Addresses Of Each Incorporator:

Georges St. Laurent Jr.
120 NE 136th Ave.
Vancouver, WA 98684

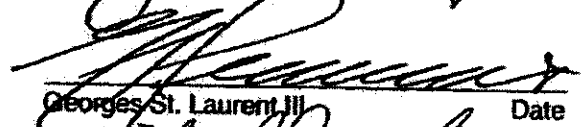
Georges St. Laurent III
120 NE 136th Ave.
Vancouver, WA 98684

William St. Laurent
120 NE 136th Ave.
Vancouver, WA 98684


Georges St. Laurent Jr.

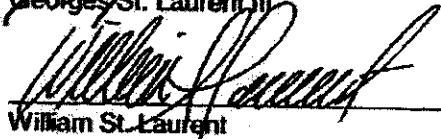
Date

8/2/06


Georges St. Laurent III

Date

7/26/06


William St. Laurent

Date

7/29/06

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 that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

ST. LAURENT INSTITUTE

Amended Articles

as filed in this office on August 27, 2007.

Date: October 20, 2009



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

Sam Reed, Secretary of State



**STATE OF WASHINGTON
SECRETARY OF STATE**

**ARTICLES OF AMENDMENT
WASHINGTON
NONPROFIT CORPORATION**

(Per Chapter 24.03 RCW)

- Please PRINT or TYPE in black ink.
- Sign, date and return original AND ONE COPY to:

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

SECRETARY OF STATE
AUGUST 27, 2007

STATE OF WASHINGTON

FEE: \$20

EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$25 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

FOR OFFICE USE ONLY

FILED: / /

IMPORTANT! Person to contact about this filing

DANIEL B MYERS-POWER

Daytime Phone Number (with area code)

360 260 9145

AMENDMENT TO ARTICLES OF INCORPORATION

NAME OF CORPORATION (As currently recorded with the Office of the Secretary of State)

ST LAURENT INSTITUTE

UBI NUMBER

602 648 345

CORPORATION NUMBER (if known)

AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED ON

Date: _____

EFFECTIVE DATE
OF ARTICLES OF
AMENDMENT

(Specified effective date may be up to 30 days AFTER receipt of the document by the Secretary of State)

☒ Specific Date: **FEBRUARY 14, 2007**

☐ Upon filing by the Secretary of State

ADOPTION OF THE ARTICLES OF AMENDMENT (Please check ONE of the following)

☐ The amendment was adopted by a meeting of members held on (specify date): _____. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

☐ The amendment was adopted by a consent in writing and signed by all members entitled to vote.

☒ There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held on (specify date): **FEBRUARY 14, 2007**

AMENDMENTS TO THE ARTICLES OF INCORPORATION ARE AS FOLLOWS
If necessary, attach additional amendments or information.

(PLEASE SEE ATTACHED)

SIGNATURE OF OFFICER

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

DANIEL B MYERS-POWER

Printed Name

SECRETARY

8/23/2007

Date

INFORMATION AND ASSISTANCE - 360/753-7116 (TDD - 360/753-1485)

08/27/07 1124415-001
\$20.00 R #10020
#6:1356073

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

005-000 (08/00)

**AMENDED NONPROFIT ARTICLES OF INCORPORATION
OF
ST. LAURENT INSTITUTE**

Pursuant to the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, St. Laurent Institute ("the Corporation"), a Washington nonprofit corporation, adopts the following amendments to its Articles of Incorporation.

1. The response to the question on the Corporation's application to form a nonprofit corporation asking the "purpose for which the nonprofit corporation is organized" shall be deleted in its entirety and replaced with the following:

"The Corporation is a public benefit nonprofit corporation. The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"). In particular, the mission of the Corporation shall be to engage in the continuous active conduct of medical research in conjunction with a hospital.

"Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under IRC Section 501(c)(3) and (b) by a corporation contributions to which are deductible under IRC Sections 170(c)(2), 2055(a)(2) and 2522(a)(2). No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be

permitted under IRC Section 501(h), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office."

2. The response to the question on the Corporation's application to form a nonprofit corporation asking the "In the event of voluntary dissolution, the net assets will be distributed as follows" shall be deleted in its entirety and replaced with the following:

"Upon dissolution or final liquidation, after the payment or provision for payment of all of the liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to such organization or organizations that are then described in IRC Sections 501(c)(3), 170(c)(2), 2055(a)(2), and 2522(a)(2) and/or to the United States or any state for exclusively public purposes as the board of directors shall determine."

3. The following shall be added to the articles of incorporation:

"No director or uncompensated officer shall be personally liable to the Corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the Washington Nonprofit Corporation Act. No amendment to the Washington Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment."

4. The following shall be added to the articles of incorporation:

"The Corporation shall indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, and agents that may be included in any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members or other document or arrangement."

DATED: February 14, 2007.


DANIEL B. HINES-POWER SECRETARY



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

