

SNOHOMISH COUNTY 911

**ARTICLES OF INCORPORATION
DUE TO MERGER**

**MERGER DATE:
JANUARY 1, 2019**

**ARTICLES OF INCORPORATION
DUE TO MERGER**

OF

SNOHOMISH COUNTY 911

We, the undersigned, acting as the incorporators of a merged corporation under the provisions of the Washington Nonprofit Miscellaneous and Mutual Corporations Act (chapter 24.06 of the Revised Code of Washington (“RCW”), referred to herein as the “Act”) and the Washington Interlocal Cooperation Act (chapter 39.34 RCW), hereby sign and verify the following Articles of Incorporation Due to Merger (“Articles”) for such corporation.

**Article I:
Merger; Plan of Merger;
Name and Place of Business of Merged Organization**

Pursuant to Resolution No. 2018-17 adopted on October 18, 2018 by the board of directors of Snohomish County 911, a municipal instrumentality of its members, jointly organized by such members as a nonprofit corporation under the Act, and Resolution No. _____ adopted on _____, 2018 by the board of directors of the Snohomish County Emergency Radio System (“SERS”), a municipal instrumentality of its members, jointly organized by such members as a nonprofit corporation under the Act, at least two-thirds of each board voted in favor of merging SERS into Snohomish County 911 and approved a plan of merger (“Plan of Merger”) as required by chapter 24.06 RCW, and at such meetings a quorum was present throughout. The Plan of Merger approved by each board is attached hereto as Exhibit A and is incorporated herein by this reference.

Pursuant to chapter 24.06 RCW, as of Merger Effective Date (as defined in Article XIV of these Articles), SERS shall cease to independently exist and shall be merged into Snohomish County 911. As the surviving corporation, Snohomish County 911 shall continue to exist as a municipal instrumentality of its members (“Principals”) pursuant to RCW 39.34.030 and organized as a nonprofit corporation under chapter 24.06 RCW as authorized by chapter 39.34 RCW.

The name of the surviving corporation shall continue to be Snohomish County 911. The principal place of business of this corporation shall be 1121 S.E. Everett Mall Way, Suite 200, Everett, WA, 98208, subject to change by the Governing Board (as defined below).

**Article II:
Duration**

Snohomish County 911 shall have perpetual existence.

**Article III:
Registered Office and Agent**

The name and address of the initial registered agent of Snohomish County 911 is: Executive Director, Snohomish County 911, 1121 SE Everett Mall Way, Suite 200, Everett, Washington 98208.

**Article IV:
Purposes and Powers**

Section 1. Purposes. Snohomish County 911 is organized for the purposes provided for in the Amended and Restated Snohomish County Regional Public Safety Communications Agency Interlocal Agreement, as it may be amended from time to time (the "Interlocal Agreement"), including to (a) provide police, fire, and emergency medical services support communications to its Principals and other public and private agencies that may contract with the Corporation for such services, and (b) to own and operate the radio system necessary to support such emergency communication services. Snohomish County 911 shall engage in all such activities as are incidental or conducive to the attainment of the objectives of Snohomish County 911, as set out in the Interlocal Agreement.

Section 2. Definitions. All terms used in these Articles shall have the same meaning as in the Interlocal Agreement, unless specifically indicated to the contrary.

Section 3. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in these Articles, in the bylaws of Snohomish County 911 or in the Interlocal Agreement, Snohomish County 911 shall have all powers which now or hereafter are conferred under chapters 24.06 and 39.34 RCW and other applicable law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of Snohomish County 911's purposes.

Section 4. Limitation of Power. Notwithstanding any of the provisions of these Articles, Snohomish County 911 shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Sections 115 or the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2). No part of the net earnings of Snohomish County 911 shall inure to the benefit of any director (as defined herein), officer (as defined herein) or private individual. No substantial part of the activities of Snohomish County 911 shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted by the Internal Revenue Code, and Snohomish County 911 shall not participate in, or intervene in (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Snohomish County 911 shall not have or issue shares of stock, shall not make any disbursement of income to its directors or officers, and shall not make loans to its officers or directors.

**Article V:
Amendments**

These Articles may be amended by a Supermajority Vote of the Governing Board present at any regular meeting or special meeting called for that purpose. Notice of any proposed amendment to these Articles shall be the same notice as prescribed in the Interlocal Agreement for proposed amendments to the Interlocal Agreement.

**Article VI:
Distribution of Assets Upon Dissolution or Liquidation**

No director, trustee, or officer of Snohomish County 911, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of Snohomish County 911 or the winding up of its affairs. Upon dissolution of Snohomish County 911, after paying, satisfying, and discharging, or making adequate provision therefor, of all liabilities and obligations of Snohomish County 911 and after returning, transferring, or conveying assets held by Snohomish County 911 requiring return, transfer, or conveyance on condition of the dissolution, all remaining assets of Snohomish County 911 shall be distributed by the Governing Board as provided for in the Interlocal Agreement.

“Dissenting members,” as that term is used in RCW 24.06.245 through .255, will be entitled to the rights and allocation of assets set forth in the Interlocal Agreement, but may be limited to “a return of less than the fair value” of their membership as that term is used in RCW 24.06.255.

**Article VII:
Principals**

Principals of the Consolidated Corporation must be general purpose municipal corporations or other general purpose municipal corporations or agencies meeting the requirements of the definition of “Principal” as set forth in the Interlocal Agreement. As used in these Articles, the responsibilities of the Principals and the manner of their election, appointment, or admission to membership and termination of membership shall be as provided for in the Interlocal Agreement. Voting by members of the Governing Board shall be as provided for in the Interlocal Agreement.

**Article VIII:
Directors of Snohomish County 911**

Snohomish County 911 shall be governed by a governing board (the “Governing Board”) comprised of its members in the number and selected as provided in the Interlocal Agreement. For purposes of these Articles and chapter 24.06 RCW, the “members” of the Governing Board shall constitute the “directors” of Snohomish County 911 and the “Governing Board” shall serve as the “board of directors” of Snohomish County 911 as defined in RCW 24.06.005.

The names and addresses of the current members of the Governing Board are as follows:

GOVERNING BOARD MEMBERS

David Chan	Fire Commissioner, South County Fire 12425 Meridian Ave. S., Everett, WA 98208
John Dyer	Police Chief, Lake Stevens Police Department 2211 Grade Rd., Lake Stevens, WA 98258
Greg Elwin	Police Chief, Mill Creek Police Department 15728 Main St., Mill Creek, WA 98012
Steve Guptill	Asst. Fire Chief, Snohomish County Fire District #7 163 Village Court, Monroe, WA 98272
Tim Key	Interim Chief of Operations, Everett Fire Department 2930 Wetmore Ave., Suite 7A, Everett, WA 98201
Tom Mesaros	Councilmember, City of Edmonds 121 5 th Ave. N., Edmonds, WA 98020
Susan Neely	Executive Director, Snohomish County 3000 Rockefeller Ave., M/S
Jon Nehring	Mayor, City of Marysville 1049 State Ave., Marysville, WA 98270
Darryl Neuhoff	Deputy Fire Chief, Marysville Fire 1094 Cedar Ave., Marysville, WA 98270
Jerry Smith	Mayor, City of Mountlake Terrace 6100 219 th St. SW, #200, Mountlake Terrace, WA 98043
Bryan Stanifer	Deputy Chief, Lynnwood Police Department P.O. Box 5008, Lynnwood, WA 98046
Jeremy Stocker	Asst. Fire Chief, Fire District 22 8424 99 th Ave. NE, Arlington, WA 98223
Dan Templeman	Chief, Everett Police Department 3002 Wetmore Ave., Everett, WA 98201
Ty Trenary	Sheriff, Snohomish County

3000 Rockefeller Ave., M/S 606, Everett, WA 98201

Judy Tuohy Councilmember, City of Everett
2930 Wetmore Ave., Everett, WA 98201

Jonathan Ventura Chief, Arlington Police Department
238 N. Olympic Ave., Arlington, WA 98223

**Article IX:
Officers**

Officers of the Governing Board of Snohomish County 911 (“officers”) shall be selected as provided in the Interlocal Agreement. The names and addresses of the persons who currently serve as officers are:

OFFICER	ADDRESS
President: Steve Guptill	Snohomish County Fire District #7 163 Village Court Monroe, WA, 98272
Vice-President: Tom Mesaros	City of Edmonds 121 5 th Ave. N. Edmonds, WA, 98020
Secretary: Terry Peterson	Snohomish County 911 1121 S.E. Everett Mall Way, Suite 200, Everett, WA, 98208
Treasurer: Angie Baird	Snohomish County 911 1121 S.E. Everett Mall Way, Suite 200, Everett, WA, 98208

**Article X:
Director Liability Limitations**

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of these Articles or may be amended from time to time), a director of Snohomish County 911 may not be personally liable to Snohomish County 911 for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled, or (iii) for any act or omission occurring before the date when this provision becomes effective.

If the Act is hereafter amended to expand or increase the power of Snohomish County 911 to eliminate or limit the personal liability of directors, then without any further requirement of action by the directors of Snohomish County 911, the liability of a director shall be limited to the full extent permitted by the Washington Nonprofit Miscellaneous and Mutual Corporations Act.

**Article XI:
Indemnification**

Snohomish County 911 shall indemnify any director and officer of Snohomish County 911 who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in Snohomish County 911 to the full extent allowed by law, as presently in effect and as hereafter amended. By means of the Interlocal Agreement or a resolution or of a contract specifically approved by the Governing Board, Snohomish County 911 may also indemnify an employee, or agent to such degree as the Governing Board determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of Snohomish County 911.

The Governing Board of Snohomish County 911 shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense. The rights conferred by or pursuant to this Article shall not be exclusive of any other rights that any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles, the bylaws of Snohomish County 911, a vote of the Governing Board of Snohomish County 911, or otherwise. No amendment to or repeal of these Articles shall adversely affect any right of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

Indemnification of directors and officers by Snohomish County 911 shall be consistent with the terms of the Interlocal Agreement, the Act and other applicable law. In the event of any inconsistency between this Article and the Interlocal Agreement, the terms of the Interlocal Agreement shall control to the extent consistent with applicable law.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel, payment of such indemnification would cause Snohomish County 911 to lose its exemption from federal income taxation.

**Article XII:
Bylaws**

Bylaws of Snohomish County 911 may be adopted by the Governing Board at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or the Interlocal Agreement. The authority to make, alter, amend or repeal bylaws is vested in the Governing Board and may be exercised at any regular or special meeting of the Governing Board. Notwithstanding anything in the foregoing, the bylaws initially approved by the Governing Board shall include a provision for the creation of an advisory budget review group comprised of some number of finance directors from Principal agencies, or other Principals' staff members with equivalent expertise, to conduct a review of the proposed budget of the Consolidated Corporation and provide timely comment and recommendations to the Governing Board with respect to the proposed budget. Membership of the advisory budget review group may be merged into a standing budget committee in the future at the Board's discretion.

**Article XIII:
Conflicts**

In the case of any conflict between any of these Articles and the bylaws of Snohomish County 911, these Articles shall control. In the case of any conflict between these Articles and the Interlocal Agreement, the Interlocal Agreement shall control.

**Article XIV:
Date of Merger; Supersede Prior Articles**

As permitted by RCW 23.95.210, the effective date for the merger shall be January 1, 2019 (the "Merger Effective Date").

Upon the filing of these Articles by the Washington Secretary of State, these Articles shall become effective as of the Merger Effective Date and on such date shall supersede the current articles of incorporation and all amendments thereto, if any, of Snohomish County 911.

**Article XV:
Incorporators**

The name and address of the incorporator representing Snohomish County 911 is:

Steve Guptill
Assistant Chief, Snohomish County Fire District #7
President, Snohomish County 911 Governing Board
c/o Snohomish County 911
1121 SE Everett Mall Way, Suite 200
Everett, WA, 98208

The name and address of the incorporator representing SERS is:

Jon Nehring
Mayor, City of Marysville
President, SERS
c/o SERS
14900 40th Ave. NE, #102
Marysville, WA 98271

[remainder of page intentionally left blank, signature page follows]

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation
Due to Merger this 6th day of December, 2018.



Steve Guptill, Incorporator



Jon Nehring, Incorporator

Exhibit A
Plan of Merger
(attached)

Handwritten signature

**SECRETARY OF STATE
STATE OF WASHINGTON
OLYMPIA, WASHINGTON 98504**

CONSENT TO SERVE AS REGISTERED AGENT

I, Kurt Mills, the Executive Director of Snohomish County 911, hereby consent to serve as Registered Agent, in the State of Washington, for the following:

SNOHOMISH COUNTY 911

I understand that as agent, it will be my responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the Registered Office address.

Date



Signature of Registered Agent

Printed Name: Kurt Mills
Title: Executive Director
Address: 1121 SE Everett Mall Way,
Suite 200
Everett, Washington 98208

SNOHOMISH COUNTY 911

RESOLUTION 2018-17

A Resolution authorizing the merger of the Snohomish County Emergency Radio System into Snohomish County 911; adopting an Amended and Restated Snohomish County Regional Public Safety Communications Agency Interlocal Agreement; adopting a Plan of Merger; approving the Articles of Merger; and approving other matters related thereto.

WHEREAS, pursuant to chapters 24.03 and 24.06 of the Revised Code of Washington (“RCW”), the Snohomish County Regional Public Safety Communications Agency Interlocal Agreement, deemed adopted and effective as of January 1, 2018, including the exhibits thereto (the “Original Agreement”), and the Articles of Incorporation Due to Consolidation filed on October 18, 2017 (the “Articles of Consolidation”), the governing boards of the Southwest Snohomish County Public Safety Communication Agency, a municipal instrumentality of its members, jointly organized by such members as a nonprofit corporation under chapter 24.03 RCW as expressly authorized by RCW 39.34.030(3)(b) (“SNOCOM”), and the Snohomish County Police Staff and Auxiliary Services Center, a municipal instrumentality of its members, jointly organized by such members as a nonprofit corporation under chapter 24.06 RCW as expressly authorized by RCW 39.34.030(3)(b) (“SNOPAC”), voted to consolidate SNOCOM and SNOPAC into a new single corporation under chapter 24.06 RCW known as “Snohomish County 911” effective January 1, 2018; and

WHEREAS, the consolidation of SNOCOM and SNOPAC and execution and delivery of the Original Agreement were approved by motion, resolution or ordinance of the legislative authorities of the members of SNOCOM and SNOPAC; and

WHEREAS, Snohomish County 911 provides emergency communication services on behalf of its member agencies throughout Snohomish County; and

WHEREAS, Snohomish County Emergency Radio System (“SERS”) is a municipal instrumentality of its members, jointly organized by such members as a nonprofit corporation under chapter 24.06 RCW as expressly authorized by RCW 39.34.030(3)(b); and

WHEREAS, SERS owns and operates a radio system necessary to support the emergency communications services provided by Snohomish County 911; and

WHEREAS, the members of SERS are also members of Snohomish County 911; and

WHEREAS, Sections 4.a.viii and Section 6.j.vii of the Original Agreement provide that, after giving at least 30 days’ notice to each Principal (as defined in the Original Agreement) of the Original Agreement, upon a “supermajority vote” (as defined in the Original Agreement) of the

Governing Board of Snohomish County 911 (the “Board”), the Board of Snohomish County 911 may amend the Original Agreement for various purposes, including but not limited to expanding the scope of services of Snohomish County 911 to include the services provided by SERS together with all necessary or advisable additional services and actions directly related to SERS and acquiring assets held by SERS; and

WHEREAS, the governing boards of Snohomish County 911 and SERS have investigated the means by which the combination of the two agencies may be accomplished for the purpose and benefit of enhancing public safety and the safety of police, fire and emergency medical services staff responding to emergencies; and

WHEREAS, the Board has determined that it is in the public interest to merge SERS into Snohomish County 911 in order to improve public safety and achieve economies of scale; and

WHEREAS, pursuant to RCW 24.06.210, any two or more domestic corporations may merge into one corporation pursuant to a plan of merger setting forth (a) the names of the corporations proposing to merge, and the name of the corporation into which they propose to merge, designated as the surviving corporation; (b) the terms and conditions of the proposed merger; (c) a statement of any changes in the articles of incorporation of the surviving corporation to be effected by such merger; and (d) such other provisions with respect to the proposed merger as are deemed necessary or desirable; and

WHEREAS, pursuant to RCW 24.06.220, the plan of merger must be approved by the board of directors of the merging corporation, by resolution that receives an affirmative vote of at least two-thirds of the votes cast; and

WHEREAS, on October 4, 2018, the Board of Directors of SERS approved, by unanimous vote, the merger of SERS into Snohomish County 911; and

WHEREAS, the Board now desires to approve the merger of SERS into Snohomish County 911 and to adopt a plan of merger as required by chapter 24.06 RCW (the “Plan of Merger”); and

WHEREAS, under the Plan of Merger, on January 1, 2019 (the “Merger Effective Date”), SERS will merge into Snohomish County 911, Snohomish County 911 will be the surviving entity, and SERS will cease to separately legally exist; and

WHEREAS, after the Merger Effective Date, Snohomish County 911 will be governed by the terms of the Amended and Restated Snohomish County Regional Public Safety Communications Agency Interlocal Agreement authorized herein, including all exhibits thereto, as a governmental nonprofit corporation as authorized by chapter 39.34 RCW and chapter 24.06 RCW; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF SNOHOMISH COUNTY 911, as follows:

Section 1. Approval of Merger; Adoption of Plan of Merger. The Board hereby approves the merger of SERS into Snohomish County 911 as authorized by chapter 24.06 RCW. The Board hereby adopts and approves the Plan of Merger in the form attached hereto as Exhibit A and incorporated herein by this reference (the "Plan of Merger"). The merger of SERS into Snohomish County 911 shall occur pursuant to the terms and conditions of the Plan of Merger and the Interlocal Agreement approved in Section 2 of this resolution.

Section 2. Approval of Interlocal Agreement. The Board hereby approves the form of Amended and Restated Snohomish County Regional Public Safety Communications Agency Interlocal Agreement, including all exhibits thereto, attached hereto as Exhibit B and incorporated herein by this reference (the "Interlocal Agreement"). The Interlocal Agreement shall be deemed adopted and effective as of the Merger Effective Date as defined therein (currently expected to be January 1, 2019), and as of such date, the Interlocal Agreement shall control the operations and governance of Snohomish County 911. The President of the Board (the "Authorized Representative") is hereby authorized to execute the form of Interlocal Agreement in substantially the form attached hereto as Exhibit B. Such signature shall be attested to by the Secretary of the Board.

Section 3. Approval of Articles of Merger; Designation of Authorized Representative. The Board hereby approves the Articles of Incorporation Due to Merger as set forth in the Plan of Merger and in substantially the form set forth in Exhibit C and incorporated herein by this reference (the "Articles"). The Authorized Representative is hereby designated as the incorporator representing Snohomish County 911 and is authorized to execute the Articles on behalf of Snohomish County 911.

Section 4. Filing of Documents; Revisions. Upon approval of the Plan of Merger and Articles by SERS and Snohomish County 911, the Board hereby directs such documents to be delivered to the Washington Secretary of State for filing in accordance with chapter 23.95 RCW. Notwithstanding anything herein to the contrary, the Authorized Representative is hereby authorized to make such changes to the Plan of Merger, the Interlocal Agreement, and/or the Articles as necessary to achieve the merger as contemplated therein and herein.

Section 5. Savings Clause. If any one or more of the provisions in this resolution shall be declared by any court of competent jurisdiction to be contrary to law, then such provision shall be null and void and shall be deemed separable from the remaining provisions of this resolution and shall in no way affect the validity of the other provisions of this resolution.

Section 6. General Authorization; Ratification of Prior Acts. The Authorized Representative and other appropriate officers of Snohomish County 911 are authorized to take any actions and to execute documents as in their judgment may be necessary or desirable in order to carry out the terms of, and complete the transactions contemplated by, this resolution and to

accomplish the merger of SERS and Snohomish County 911. All acts taken pursuant to the authority of this resolution but prior to its effective date are hereby ratified.

Section 7. Effective Date. This resolution shall become effective after its approval and adoption.

Passed and adopted by a supermajority vote – as defined in RCW 24.06.220 and the Original Agreement – after giving at least 30 days’ notice to each Principal of Snohomish County 911 as required by the Original Agreement, by the Snohomish County 911 Board of Directors on the 18th day of October, 2018.



Steve Guptill, President
Snohomish County 911 Board of Directors

Attest: This 18th day of October, 2018:



SNOHOMISH COUNTY EMERGENCY RADIO SYSTEM

RESOLUTION 18-01

A Resolution authorizing the merger of the Snohomish County Emergency Radio System into the Snohomish County Regional Public Safety Communications Agency; adopting a Plan of Merger; approving the Articles of Merger; and approving other matters related thereto.

WHEREAS, Snohomish County Emergency Radio System (“SERS”) is a municipal instrumentality of its members, jointly organized by such members as a nonprofit corporation under chapter 24.06 RCW as expressly authorized by RCW 39.34.030(3)(b); and

WHEREAS, the Snohomish County Regional Public Safety Communications Agency (“Snohomish County 911”) is a municipal instrumentality of its members, jointly organized by such members as a nonprofit corporation under chapter 24.06 RCW as expressly authorized by RCW 39.34.030(3)(b); and

WHEREAS, Snohomish County 911 provides emergency communication services on behalf of its member agencies throughout Snohomish County; and

WHEREAS, SERS owns and operates a radio system necessary to support the emergency communications services provided by Snohomish County 911; and

WHEREAS, the members of SERS are also members of Snohomish County 911; and

WHEREAS, the governing boards of Snohomish County 911 and SERS have investigated the means by which the combination of the two agencies may be accomplished for the purpose and benefit of enhancing public safety and the safety of police, fire and emergency medical services staff responding to emergencies; and

WHEREAS, the Board of Directors of SERS (the “Board”) has determined that it is in the public interest to merge SERS into Snohomish County 911 in order to improve public safety and achieve economies of scale; and

WHEREAS, pursuant to RCW 24.06.210, any two or more domestic corporations may merge into one corporation pursuant to a plan of merger setting forth (a) the names of the corporations proposing to merge, and the name of the corporation into which they propose to merge, designated as the surviving corporation; (b) the terms and conditions of the proposed merger; (c) a statement of any changes in the articles of incorporation of the surviving corporation to be effected by such merger; and (d) such other provisions with respect to the proposed merger as are deemed necessary or desirable; and

WHEREAS, pursuant to RCW 24.06.220, the plan of merger must be approved by the board of directors of the merging corporation, by resolution that receives an affirmative vote of at least two-thirds of the votes cast; and

WHEREAS, pursuant to the SERS Interlocal Cooperation Agreement effective July 1, 1999 (the “SERS ILA”), the plan of merger must be approved by a Supermajority Vote of the Governing Board (as “Supermajority Vote” is defined in the SERS ILA) with reasonable notice of the Supermajority Vote given to all SERS Directors and Members; and

WHEREAS, reasonable notice of the supermajority vote was given to all SERS Directors and Members; and

WHEREAS, the Board now desires to approve the merger of SERS into Snohomish County 911 and to adopt a plan of merger as required by chapter 24.06 RCW (the “Plan of Merger”); and

WHEREAS, under the Plan of Merger, on January 1, 2019 (the “Merger Effective Date”), SERS will merge into Snohomish County 911, Snohomish County 911 will be the surviving entity, and SERS will cease to separately legally exist; and

WHEREAS, after the Merger Effective Date, Snohomish County 911 will be governed by the terms of the Amended and Restated Snohomish County Regional Public Safety Communications Agency Interlocal Agreement, including all exhibits thereto (the “Interlocal Agreement”) as a governmental nonprofit corporation as authorized by chapter 39.34 RCW and chapter 24.06 RCW; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SNOHOMISH COUNTY EMERGENCY RADIO SYSTEM, as follows:

Section 1. Approval of Merger; Adoption of Plan of Merger. The Board hereby approves the merger of SERS into Snohomish County 911 as authorized by chapter 24.06 RCW. The Board hereby adopts and approves the Plan of Merger in the form attached hereto as Exhibit A and incorporated herein by this reference (the “Plan of Merger”).

SERS and Snohomish County 911 shall merge pursuant to the terms and conditions of the Plan of Merger and the Interlocal Agreement, a form of which is attached as an exhibit to the Plan of Merger and incorporated therein by such reference. By the Board’s approval of the Plan of Merger, the Board hereby approves the form of Interlocal Agreement attached thereto.

Section 2. Approval of Articles of Merger; Designation of Authorized Representative. The Board hereby approves the Articles of Incorporation Due to Merger as set forth in the Plan of Merger and in substantially the form set forth in Exhibit B and incorporated herein by this reference (the “Articles”). SERS President Jon Nehring is hereby designated as the incorporator representing SERS (the “Authorized Representative”) and is authorized to execute the Articles on behalf of SERS.

Section 3. Filing of Documents; Revisions. Upon approval of the Plan of Merger and Articles by SERS and Snohomish County 911, the Board hereby directs such documents to be delivered to the Washington Secretary of State for filing in accordance with chapter 23.95 RCW. Notwithstanding anything herein to the contrary, the Authorized Representative is hereby authorized to make such changes to the Plan of Merger and/or the Articles as necessary to achieve the merger as contemplated therein and herein.

Section 4. Savings Clause. If any one or more of the provisions in this resolution shall be declared by any court of competent jurisdiction to be contrary to law, then such provision shall be null and void and shall be deemed separable from the remaining provisions of this resolution and shall in no way affect the validity of the other provisions of this resolution.

Section 5. General Authorization; Ratification of Prior Acts. The Authorized Representative and other appropriate officers of SERS are authorized to take any actions and to execute documents as in their judgment may be necessary or desirable in order to carry out the terms of, and complete the transactions contemplated by, this resolution and to accomplish the merger of SERS and Snohomish County 911. All acts taken pursuant to the authority of this resolution but prior to its effective date are hereby ratified.


Section 6. Effective Date. This resolution shall become effective after its approval and adoption.

Passed and adopted by a supermajority vote – as defined in RCW 24.06.220 and the SERS ILA – the Snohomish County Emergency Radio System Board of Directors on the 4th day of October, 2018.



President

Attest: This 4th day of October, 2018:



Executive Director

EXHIBIT A

Plan of Merger

[note: the ILA is an attachment to the Plan]
(attached)

EXHIBIT B
ARTICLES OF MERGER
(attached)