

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

SPEAKEASY FOUNDATION

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 601 727 278

Date: July 23, 1996



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

RALPH MUNRO
Ralph Munro, Secretary of State
2-538335-7

**SECRETARY
of STATE**



Ralph Munro

CHARITABLE SOLICITATIONS
505 E. Union Avenue
PO Box 40234
Olympia, WA 98504-0234
360/753-0863
Fax 360/664-4250

July 23, 1996

Speakeasy Foundation
2304 2nd. Avenue
Seattle, WA. 98121

Registration No. SPF-096-207

Your organization's application to register with the Secretary of State's Charitable Solicitation Division has been accepted.

In addition, if your organization contracts with another party to assist in soliciting funds in Washington State a "contract for fundraising services" registration form must be submitted to this office.

Please contact this office should if you have any questions or need more information. The telephone number to call is 360-753-0863, ext 247 or 246.

Sincerely,

Tabatha Johnson
Tabatha Johnson
Charitable Solicitation Division

SPEAKEASY FOUNDATION

The "VEE"

Executive Summary

Version 7.0

August 4, 1996

Introduction

Today's young people face a variety of challenges: a competitive work place, intense competition in the market place for jobs, and growing intensity of social problems in their communities including violence, abuse, poverty, and discrimination. These challenges require sophisticated vocational preparation, and advanced leadership skills to ensure success. Community and school partnerships offer a powerful way to address the total needs of today's young people and offer unique solutions to both the social and educational challenges of youth. A Virtual Education Environment, (the "VEE"), was conceived and developed with the express intent of improving the educational lives, school to work transitions, and civic development of today's young people.

By incorporating cutting edge technology and experiential learning opportunities, the "VEE" seeks to address and improve the total vocational development of today's youth. Recognizing that competency in technology is a critical necessity for both the academic and vocational success of tomorrow's leaders, and acknowledging, that at present, schools are not always able to adequately meet the technological needs of students, the "VEE" proposes that a community - school alliance such as a formal relationship between the "VEE" and the public schools could help to address the technology "Gap", while simultaneously addressing a variety of complementary and equally critical educational and pre-vocational skills including : leadership, communications, goal setting, personal monitoring of goals, and academic development.

Mission

The mission is to create an educational community resource center, where all indigenous members of the community have access to computer / communications technologies with related vocational and cultural programs to embrace their personal development interests.

Goal

The "VEE" recognizes that a unique forum coupled with information technologies provides an attractive environment and an array of tools for the students educational and vocational development. The "VEE" proposes to formulate and operate community-based "Hubs" that would provide a variety of vocational opportunities to youth combining fluency in computer communications, with a host of other related educational and vocational benefits. A key functional component of the "Hub" sites are community and industry specific mentors to provide additional instruction, monitoring and help to student projects. These mentors also provide the vehicle for students to apply and present their new skills back to the community and workplace.

Values

- * Trust and respect for individuals
- * Focus on high level of achievement and contribution
- * Conduct our business with integrity
- * Achieve our common objectives through teamwork
- * Encourage flexibility and innovation

Objectives

- * **Viable:** To achieve sufficient revenues from targeted enterprise to finance organizational operations and to provide the funding resources we need to achieve our other organizational objectives.
- * **Customers:** To provide information services regarding access technologies of the highest quality and the greatest value to our customers, thereby gaining and holding their respect and loyalty.
- * **Fields of Interests:** To participate in those fields of interest that build upon our service and customer base, that offer opportunities for continued growth , and that enable us to make a needed and viable contribution to our targeted communities.
- * **Our People:** To help Digicom people share in the organization's success which they make possible; to ensure a safe and pleasant work environment; to provide employment security based on their performance; to recognize their individual achievements; and to help them gain a sense a satisfaction, contribution and accomplishment from their work.
- * **Management:** To foster initiative and creativity by allowing the individual freedom of action in attaining well-defined objectives.
- * **Growth:** To let our growth be limited only by our viability and our ability to develop and produce innovative services that satisfy real customer needs.
- * **Citizenship:** To honor our responsibilities to society by being an economic, and social asset to all indigenous people, and community in which we operate, and serve.

Alliances / Partners

We plan to establish collaborative alliances with the various educational sectors, and strategic business partners to develop and host integrated school-to-work and service learning programs within the "VEE" community "Hubs", networked with targeted schools on a system selected bases. Currently, our targeted partners include:

Alliances (to date)

- * Seattle Public Schools, Issaquah Public Schools, Puget Sound Community School, and the Washington Performing Arts Academy.

Strategic Partners

- * Sun Microsystems
- * NorthwestNet
- * Advanced Radio Telecom

Program Strategy

The following is an initial conceptual outline of some proposed program elements for the "VEE": (Site development timelines would be developed as a function of program and community goals).

Operations

Products & Services

- * Food Service
 - Cafe & Espresso bar
 - Lunch & dinner service
 - Group & catered services
- * Internet Services
 - Connectivity
 - Computer Rental
 - Web Design
- * Entertainment / Special Events Venues
 - Art exhibitions
 - Performances

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Programs

Technological / Community

- * Mastery in all the specific applications for enterprises/ domain present.
- * Use of technology in a service learning or civic capacity.

Educational (To be developed pursuant to HB 1209)

- * A variety of Internship opportunities.
- * Online Education / Training curriculum
- * Resource Environment

Vocational

- * A variety of Entrepreneurial / Enterprise opportunities, i.e., virtual bookstore, business / marketing services contracts, media creation projects

Financial Objective

The objective is to develop and execute a business plan that would create a viable organization within a maximum of eighteen months of commenced operations. Integrated financial projections would be an element contained within an expanded business plan document, mutually agreed upon by consenting parties.

August 5, 1996

Mr. Rudy Rýser
Chairman
CWIS
P.O. Box 2574
Olympia, WA 98507

Re: Speakeasy Foundation Project

Dear Mr. Ryser:

On behalf of the organizing committee of the Speakeasy Foundation project, thank you for your organizational sponsorship and support.

This letter serves as notification, for your records, that the Certification of Incorporation was filed for record, as a Washington Non Profit corporation, effective July 23, 1996. The UBI Number is: 601 727 278. (See enclosure)

The Speakeasy Foundation's application for registration for charitable solicitation was accepted, effective July 23, 1996. The Registration Number is: SPF-096-207. (See enclosure).

Per conversation, enclosed please find a copy of the Executive Summary for the Foundation, for your reference. The organization's development budget for the project will be forthcoming within the next week.

Rudy, the Speakeasy Foundation gratefully appreciates your organization's gracious support.

Sincerely,


Jim Liddell

JHL: jl

encl:



WASHINGTON NONPROFIT
ARTICLES OF INCORPORATION
RCW 24.03.025

FILED
STATE OF WASHINGTON

JUL 23 1996

RALPH MUNITZ
SECRETARY OF STATE

UBI #: 601 727 278
Phone #: (206) 728-9770

Pursuant to RCW 24.03.025 of the Washington Business Corporation Act, the undersigned does hereby submit these Articles of Incorporation:

1. The name of the corporation shall be: Speakeasy Foundation
2304 2nd Ave Seattle, WA 98121 (206) 728-9770

2. The term of existence shall be: (check only one box) [X] perpetual [] (number of

3. The purposes for which the corporation is organized are as follows:
To provide an educational environment, as a community resource center,
whereby, members of the community have access to computer
technologies with related vocational and cultural programs
to embrace their personal development interest.

4. The name of the Registered Agent of the corporation is: Speakeasy, Inc.

4a. The street address of the Registered Office, which is also the address of the Registered Agent is as follows:

Number and Street 2304 2nd Ave
City Seattle, WA Zip Code 98121

4b. OPTIONAL: The post office box number, located in the same city as the physical address is:

PO Box # _____ City _____, WA Zip Code _____

5. CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Speakeasy, Inc., 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 accept Service of Process on behalf of the corporation; to forward license renewals other mail to the corporation; 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.

[X] Francis Fosselt, General Counsel Speakeasy, Inc. 7/17/96
(Signature of Registered Agent) (Date)

6. There shall be 1 director(s) serving as the initial Board of Directors. Their names and addresses are as follows (attach additional pages if necessary):

Name	Address	City	State	Zip Code
<u>Mike Apgar</u>	<u>1126 Newport Way</u>	<u>Seattle</u>	<u>WA</u>	<u>98122</u>

(Attach additional pages if necessary.)

7. In the event of voluntary dissolution of the corporation, the net assets are to be distributed as follows:

The assets will be distributed to another like non profit organization.

8. The name and address of each incorporator is as follows:

Name	Address	City	State	Zip Code
<u>Francis Foucault</u>	<u>3207 Point Pl. S.W.</u>	<u>Seattle</u>	<u>WA</u>	<u>98116</u>

(Attach additional pages if necessary.)

9. This application will be effective upon filing unless a date and/or time is specified: _____
(Note: Extended effective date may not be set at more than 30 days beyond the date the document is stamped "Filed" by the Secretary of State.)

10. The document is hereby executed under penalties of perjury, and is, to the best of my knowledge true and correct. (All incorporators listed on Line 8 must sign.)

Date: 7/17/96

X Francis Foucault

(Signature of Incorporator)

X _____

(Signature of Incorporator)

X _____

(Signature of Incorporator)

X _____

(Signature of Incorporator)