

MOUNTAIN RESCUE COUNCIL

AGREEMENT OF ASSOCIATION TO FORM A CORPORATION

WOLF G. BAUER, OTTO T. TROTT, OME DAIBER, ALAN G. GRANT, ALBERT H. RODES, MAX W. ECKENBURG and RALPH W. JOHNSON, all of Seattle, Washington, being desirous of forming a corporation for charitable, educational and other public purposes as hereinafter more fully expressed, and which corporation can competently manage, administer and distribute its properties and income for the purposes hereof, do make, subscribe and adopt this agreement and associate themselves together with the intention of forming a corporation under Revised Code of Washington, chapter 24.04, as follows:

ARTICLE I

The name of this corporation shall be MOUNTAIN RESCUE COUNCIL.

ARTICLE II

The local and chief place of business of this corporation shall be Seattle, Washington, but said location and chief place of business may be changed by the Board of Trustees of this corporation in its discretion at any time to any other place in the State of Washington.

ARTICLE III

Membership in the corporation shall be by election of the Board of Trustees, which election shall be held in accordance with the provisions of the By-Laws of the corporation adopted from time to time by the members. Termination of membership shall be in accordance with the By-Laws. The corporation shall not have capital stock nor issue shares.

ARTICLE IV

In furtherance of the welfare of mankind, the objects and purposes of this corporation shall be as described hereinafter:

- (a) To promote safe practices among those who go into the mountains. To maintain a well organized co-operative mountain search and rescue system for coping with summer and winter alpine emergencies, including civil and military aircraft emergencies.
- (b) To receive, hold, conserve, administer, use and disburse the properties and income of the corporation for the purposes expressed herein.
- (c) To receive, hold, conserve, administer, use and disburse the properties of this corporation, accepted subject to limitations and conditions, in accordance with such limitations and conditions, but only for objects and purposes otherwise permitted by this Article.

ARTICLE V

The life of this corporation shall be perpetual.

ARTICLE VI

Section 1. The affairs of this corporation shall be managed by a Board of Trustees. The Board of Trustees shall at the beginning be seven in number, but the By-Laws of the corporation may provide for a greater or lesser number thereafter. The first members of this corporation shall be those subscribing to this agreement, and they shall also be the initial Board of Trustees to serve until the election of their successors by the members, but not more than six nor less than two months from date of incorporation.



Section 2. The members of the Board of Trustees shall hold office until their successors shall have been elected, or appointed, and qualified in accordance with the By-Laws.

Section 3. The Board of Trustees shall have power to elect from time to time a chairman, vice-chairman, secretary and treasurer and as many other officers, attorneys, accountants, investment counsellors and fiscal agents as the Board may from time to time deem advisable.

Section 4. The corporate powers of the corporation shall be vested in the Board of Trustees and may by the latter, in accordance with the By-Laws, be delegated in any part to officers, committees and other representatives selected by said Board.

Section 5. The Board of Trustees shall have authority to accept or reject any gifts, bequests, devises and other transfers of property or funds tendered to it and regardless of whether subject to limitations or conditions or trusts.

#### ARTICLE VII

Upon the termination or dissolution of the corporation any surplus of property and assets remaining after all of the debts and obligations of the corporation have been paid and satisfied shall not either directly or indirectly inure to the benefit of any private member of the corporation or individual but all such property and assets shall be expended in their entirety for the not-for-profit purposes set forth in these articles.

#### ARTICLE VIII

The members of the corporation may adopt, amend and repeal By-Laws, rules and regulations not contrary to the Constitution and laws of the United States or of the State of Washington, as the members may deem proper and best for the welfare and good order of the corporation.

#### ARTICLE IX

The provisions of these Articles of Agreement may be amended at any time by the Board of Trustees with the approval of so much of the membership as may be required by law and in accordance with the By-Laws. - *Sec 29.04.190*

SUBSCRIBED AND AGREED TO at Seattle, Washington, this 20th. day of April, 1953.

(signatures)

WOLF G. BAUER  
OTTO T. TROTT, M.D.  
OME DAIBER  
AIAN G. GRANT  
ALBERT H. RODES  
MAX W. ECKENBURG  
RALPH W. JOHNSON

(NOTE: The above is a copy of Roll No. 50, Pages No. 230 through 233 as filed in the Secretary of State's office in Olympia. Page 230 bears the stamp "APPROVED AND FILED April 30 1953 Earl Coe Secretary of State by Ray J. Yeoman, Assistant Secretary of State". Page 234 is the notarization of the document on April 20, 1953 by William H. Gates, Jr. Page 235 is the Secretary of State's document cover, assigning the number 123145, stating the name as Mountain Rescue Council, the place of business as Seattle, the time of existence as Perpetual, the Capital stock as None, the filing as April 30, 1953 at 11:45 A.M. and the recording as Roll 50 Pages 230-235; filed at the request of Skeel, McKelvy, Henke, Evenson & Uhlmann, Insurance Building, Seattle 4, Washington; Filing and recording fee paid \$25.00, Certificate mailed May 8, 1953.)