

**ARTICLES OF INCORPORATION
OF
MOUNT RAINIER 1974**

I, the undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03A of the Revised Code of Washington), hereby sign and verify the following Articles of Incorporation for such corporation.

STRUCTURE

- ARTICLE 1: NAME AND PURPOSE**
- ARTICLE 2: DURATION**
- ARTICLE 3: REGISTERED OFFICE AND AGENT**
- ARTICLE 4: PURPOSES AND POWERS**
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- ARTICLE 6: MEMBERS**
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ARTICLE 1: NAME AND PURPOSE

The name of the corporation shall be MOUNT RAINIER 1974 (hereinafter referred to as the “Corporation”).

The purpose of the Corporation is to engage in any lawful activity for which a social club, within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, may be incorporated in this state.

ARTICLE 2: DURATION

The Corporation shall have perpetual existence.

ARTICLE 3: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be 1631 Kimberly Ave, Enumclaw, WA 98022. The name of the initial registered agent of the Corporation at such address shall be LA JEAN ROHLAND.

ARTICLE 4: PURPOSES AND POWERS

SECTION 4.1 PURPOSES – The Corporation is organized exclusively as a social club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, including but not limited to the following:

- A. Pleasure.
- B. Recreation.
- C. Social interaction of members.
- D. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others.

SECTION 4.2 POWERS – In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by 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 the Corporation's purposes.

ARTICLE 5: LIMITATIONS

SECTION 5.1 SOCIAL CLUB – All of the purposes and powers of the Corporation shall be exercised exclusively for social purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall not be deductible under Section 170(c)(2) of the Code or any successor provision.

SECTION 5.2 LEGISLATION AND CAMPAIGNS – No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(7) of the Code or any successor provision. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

SECTION 5.3 UNPERMITTED ACTIVITIES – Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(7) of the Code or any successor provision, or (b) by a corporation.

SECTION 5.4 INDIVIDUAL BENEFITS – No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

SECTION 5.5 DISSOLUTION OF CORPORATION – Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for

payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, recognized as exempt under Section 501(c)(7) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE 6: MEMBERS

The Corporation shall have two classes of members (non-voting, and voting), with voting members conforming to the definition of members in Section 24.03A.010(45) of the Washington Nonprofit Corporation Act. The members of the Corporation shall have the rights and obligations as provided in the Bylaws of the Corporation.

ARTICLE 7: DIRECTORS

SECTION 7.1 NUMBER OF DIRECTORS – The number of directors constituting the initial Board of Directors of the Corporation shall be not less than three (3) directors and not more than seven (7) directors. Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred to advance the purposes of the Corporation only if the Board of Directors has pre-authorized such expenses.

SECTION 7.2 DIRECTORS IDENTIFIED – The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

| | <u>Name</u> | <u>Address</u> |
|------------|-----------------|---|
| Director 1 | Kerry Brown | N1738 River Forest Dr, Kaukauna, WI 54130 |
| Director 2 | Steve Carlson | 115 South 210th, Des Moines WA 98198 |
| Director 3 | La Jean Rohland | 1631 Kimberly Ave, Enumclaw, WA 98022 |
| Director 4 | Tom Salzer | 81 E Haven Ct N, Shelton, WA 98584 |
| Director 5 | Robert Fletcher | 22740 Foxmoor Drive, Novi, MI 48374 |
| Director 6 | Suzy Lindeke | 850 S 177th Pl, Burien WA 98148-1722 |

SECTION 7.3 BYLAWS SHALL GOVERN – The powers and duties, number, qualifications, terms of office, manner of election, time, and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE 8: DIRECTOR LIABILITY LIMITATIONS

SECTION 8.1 LIMITATIONS OF LIABILITY – A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or 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.

SECTION 8.2 MODIFICATION OF STATE LAW – If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 9: INDEMNIFICATION

SECTION 9.1 RIGHT TO INDEMNIFICATION – Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect.

SECTION 9.2 RIGHT OF CLAIMANT TO BRING SUIT – If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

SECTION 9.3 NONEXCLUSIVITY OF RIGHTS – The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

SECTION 9.4 INSURANCE – The Corporation may maintain insurance at its expense to protect itself and any director, officer, or agent of the Corporation.

SECTION 9.5 INDEMNIFICATION OF AGENTS OF THE CORPORATION – The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE 10: BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the

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provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors, except that a quorum of Active Members may petition the Board for changes in bylaws, in which case a two-thirds vote of active members present at any annual meeting will be cause for the bylaws to be altered, amended, or repealed.

ARTICLE 11: INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:


Name

Tom Salzer

Address

81 E Haven Ct N, Shelton, WA 98584

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 15th day of March, 2024.



(Signature)

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, LA JEAN ROHLAND, hereby consent to serve as registered agent, in the State of Washington, for the following Corporation: MOUNT RAINIER 1974. I understand that as agent for the Corporation, it will be my responsibility to accept Service of Process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the Corporation for which I am agent.

Date: March 21, 2024.

Signature

Name: La Jean Rohland
Address: 1631 Kimberly Ave,
Enumclaw, WA 98022