

ARTICLES OF INCORPORATION

(Revised June 1983)

KNOW ALL MEN BY THESE PRESENTS, that whereas, the Trails Club of Oregon, is a society of the County of Multnomah, State of Oregon, duly organized and existing and having its office at the City of Portland, in said County and having for its object the development of the physical and mental capacities of Its members, and,

WHEREAS, said society and the members thereof desire to incorporate for the purpose of carrying out the objects of said society, and at a meeting of said society heretofore duly held, have authorized, duly instructed and empowered its Trustees hereinafter named, for the purpose of incorporating said society, to make, subscribe, acknowledge and file the necessary Articles of Incorporation therefore and to do whatever acts will or shall be necessary to fully incorporate said society, and,

WHEREAS, Geo. L. Bickel, Glen A. DeGroff, Herman W. Erren, Thomas Griffin, Florence D. Hand, Geo. C. Henderson, Carl J. Mortensen, Fred A. Steeble and Anne Tuerck, are the duly appointed, chosen, qualified and acting Trustees of said society and all the Trustees of said society and being residents and inhabitants of Portland, Multnomah County, Oregon:

NOW, THEREFORE, we the said Geo. L. Bickel, Glen A. DeGroff, Herman W. Erren, Thomas Griffin, Florence D. Hand, Geo. C. Henderson, Carl J. Mortensen, Fred A. Steeble, and Anne Tuerck in pursuance of the authority and direction of said society as aforesaid, and for the purpose of incorporating said society and forming a corporation under the laws of the State of Oregon, relating to the incorporation of societies, do hereby associate and incorporate ourselves together and form a corporation for the purposes and objects hereinafter stated and do make, subscribe, and execute and acknowledge these Articles of Incorporation thereof.

ARTICLE I

The name assumed by this corporation and by which it shall be known is the Trails Club of Oregon and its duration shall be perpetual and unlimited.

ARTICLE II

¹The object, business and pursuit of this corporation is to foster and stimulate interest in hiking, climbing, skiing, camping and other similar outdoor activities; to promote activities of a social and recreational nature for the benefit and enjoyment of its members and generally to encourage and promote the physical and mental capacities of its members.

To fulfill these ends this corporation shall have the power to maintain, support, control and operate club houses and grounds, to provide for membership admission, government and expulsion of its members, to make and enforce rules and regulations for the government of its club houses and grounds, and to give entertainments and to charge admission thereto, to charge, collect and enforce the payment of dues, assessments and fines from its members, to elect, choose, and appoint and to discharge and displace officers, agents and servants and members and generally to do whatever may become requisite or convenient to be done in connection with the carrying out of all or any of the objects aforesaid.

This corporation shall also have power to make, enact and enforce such by-laws for the orderly and methodical conduct of its business, the government of its members and the regulation of its affairs, and alter and amend the same at pleasure.

This corporation shall have power to purchase, acquire, lease, have, hold and enjoy and to sell, lease, mortgage, convey away and dispose of real property, and to purchase, acquire, hold, use and sell, transfer and dispose of personal property.

ARTICLE III

This corporation has, at this time, no property or money excepting its record books and sources of revenue and income of this corporation shall be membership fees, dues and fines collected from members, admission fees charged for entertainments and such rents and income as may be received from its club houses, club grounds or other property.

ARTICLE IV

The title of officers and trustees making these Articles of Incorporation, is Trustees of the Trails Club of Oregon, and the incorporators and trustees herein named shall be the trustees of said corporation until their successors shall be elected and qualified.

The government of this corporation shall be vested in a Board of nine Trustees, to be known as the Board of Trustees of said corporation.

The members of this corporation shall adopt and enact by-laws for the government of the corporation and the management and regulation of its affairs and shall hold an annual meeting on the second Monday of November at which time trustees and officers shall be elected as provided in the by-laws.

ARTICLE V

The principal office and place of business of this corporation shall be at the City of Portland, in the County of Multnomah, State of Oregon, but it shall have the power to hold property and exercise any and all of its corporate functions in other counties and at other places in the State of Oregon, and in the State of Washington.

ARTICLE VI

²The conditions for and regulations of membership, the designations of different classes of membership, and the relative rights, privileges, limitations and restrictions of each class, shall be determined and fixed by the by-laws.

ARTICLE VII

This corporation shall not engage in any business, trade, avocation or profession for gain or profit, nor shall it issue any capital stock to its members nor declare dividends, nor shall any of its net earnings inure to the benefit of any member, trustee, officer, or other individuals. In the event of dissolution, its net earnings, if any, may be used and distributed for charitable, scientific and educational purposes.

ARTICLE VIII

The trustees of this corporation shall neither sell nor mortgage any of its real properties without first obtaining the approval of two-thirds of the voting members present at any annual meeting or at a special meeting called for that purpose.

ARTICLE IX

The trustees of this corporation may accept on its behalf any contribution gift, bequest or devise for any of the purposes delineated in the Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto and to two other instruments of like date and tenor set our hands and seals this 5th day of June A.D. 1923, and we and each of us being residents and inhabitants of the City of Portland, Multnomah County, Oregon.

Executed in the presence of: Ashby C. Dickson and Doris Kelly.

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|------------------|--------|-------------------|--------|
| Geo. L. Bickel | (Seal) | Geo. C. Henderson | (Seal) |
| Glen A. DeGroff | (Seal) | Carl J. Mortensen | (Seal) |
| Herman W. Erren | (Seal) | Fred A. Steeble | (Seal) |
| Florence D. Hand | (Seal) | Anne Tuerck | (Seal) |
| Thomas Griffin | (Seal) | | |

¹ Original Article Revised

² Articles Added