

**Recreational Equipment, Inc.
Articles of Incorporation as Amended**

**ARTICLE I
Name**

The name of this Corporation shall be Recreational Equipment, Inc. If by reason of any applicable law that name is not available, the Board of Directors is empowered to adopt any cognate thereof containing the words "Recreational Equipment."

**ARTICLE II
Duration**

The duration of this corporation shall be perpetual.

**ARTICLE III
Purposes**

The purpose for which this Corporation is organized is to carry on every lawful activity authorized by laws of Washington 1st Ex. Sess. 1969, Chapter 120.

**ARTICLE IV
Memberships**

1. Membership in this Corporation shall be of one class and shall be open to all interested persons who make written application and who pay a membership fee in an amount established from time to time by the Corporate Bylaws. No other dues shall be required, except to the extent provided below, to maintain active membership. Application for membership shall be subject to approval by the Board of Directors.
2. Active members are those (a) who purchase at least \$1.00 worth of merchandise from the cooperative program of the Corporation during the previous calendar year (which minimum amount may be changed from time to time by amendment of the Corporate Bylaws), or (b) who pay a mailing charge of \$1.00 during the previous calendar year (which charge may be changed from time to time by amendment of the Corporate Bylaws), or (c) who join during the present calendar year.

If a member becomes inactive and remains so for five years, his membership shall automatically terminate, without remuneration of any kind, and he shall have no further right or interest in the Corporation or its properties. Notice of termination of membership need not be given.

3. Membership shall not be transferable and shall not pass by any form of succession. Any member shall be permitted to withdraw voluntarily. In the case of withdrawal, he shall be entitled to no reimbursement of any kind and shall have no further right or interest in the Corporation or its properties. A member shall not be subject to expulsion except for failure to maintain active status.
4. Only active members shall be entitled to vote. Unless otherwise required by law, voting procedures shall be established by the Bylaws. A vote upon any issue, including election of Directors, may be taken by mail to the extent allowable by law.
5. No member shall be liable for debts, obligations or liabilities of the Corporation.
6. The Board of Directors may impose regulations and qualifications in respect to membership by Bylaws not inconsistent with these Articles of Incorporation.

ARTICLE V Non-Stock Corporation

This is not a stock corporation and no stock shall be issued to any member.

ARTICLE VI Distribution of Surplus

The net distributable surplus from cooperative activities after establishing reserves shall be distributed to members in cash or in kind, or both, in ratio to such member's purchases during the period for which distribution is made. Distributions shall be made annually, unless otherwise provided by Corporate Bylaws, but in no event less frequently than every other year. The determination of what constitutes net distributable surplus, the determination of the time and manner of its distribution, the definition and establishment of reserves, the disposition of unclaimed distributions and all other matters relating to distribution of distributable surplus, not contrary to the Articles of Incorporation, shall be done by the Board of Directors pursuant to Bylaws which may be adopted and from time to time amended by the Board of Directors.

ARTICLE VII
Disposition of Assets on Termination

On dissolution or final liquidation of the Corporation, the net assets remaining after paying or providing for payment of corporate obligations shall be distributed to the members of the Corporation on the date of dissolution as a final patronage dividend in the ratio of their purchases from the Corporation's cooperative program since January 1, 1965.

ARTICLE VIII
Management and Bylaws

The power to manage the Corporation is vested in the Board of Directors and such officers and employees as it appoints. The Board of Directors of the Corporation is empowered to adopt and amend Bylaws governing the Corporation, and such Bylaws may make any provision in respect to the management or internal affairs of the Corporation which is not contrary to law or these Articles of Incorporation.

ARTICLE IX
Registered Office and Agent

The address of the initial registered office of the Corporation is 1525 - 11th Avenue, Seattle, Washington 98122. The name of the initial registered agent of the Corporation is Lloyd Anderson. whose address is 1525 - 11th Avenue, Seattle, Washington 98122.

ARTICLE X
Initial Board of Directors

The number of directors constituting the Board of Directors of the Corporation at the time of the adoption of these Articles of Incorporation is nine (9) and the names and addresses of the said Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Kenneth Norden	2041 South 320 th , Space 234 Federal Way, Washington 98002	1973
Edmund Lowry	8740 Golden Gardens Drive N.W. Seattle, Washington 98107	1973
Sidney C. Volinn	7342 57 th N.E. Seattle, Washington 98115	1973

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Lloyd Anderson	4326 S.W. Southern Street Seattle, Washington 98116	1972
Dorrell Loof	2920 74 th S.E. Mercer Island, Washington 98040	1972
T. Patrick Corbett	847 Logan Building Seattle, Washington 98101	1972
Burge Bickford	5055 Pullman Avenue Seattle, Washington 98105	1971
Roy Wessel	2801 E. Interlaken Boulevard Seattle, Washington 98102	1971
R. Duke Watson	1642 Federal Way East Seattle, Washington 98102	1971

ARTICLE XI
Acceptance of Provisions of Statute

This Corporation is intended to be qualified and maintained under the provisions of Laws of Washington 1st Ex. Sess. 1969, Chapter 120, and the Corporation accepts the benefits and will be bound by the provisions of that statute.