

ARTICLES OF INCORPORATION

OF THE

MARINE BIOLOGICAL ASSOCIATION OF SAN DIEGO

Miramar, Cal., May 5, 1904.

Called meeting of the Trustees of the MARINE BIOLOGICAL ASSOCIATION of California, Present E.W.Scripps, Miss Ellen Scripps, Wm.E.Ritter, Julius Wangenheim, James MacMullen, and Fred Baker. Absent Pres.H.H.Peters Dr.Ritter was chosen chairman of the meeting, Mr.H.L. Titus was present to advise the Board of legal matters.

The minutes of the meeting of the Board of Trustees held Dec.31,1903 were read and approved.

Mr.Scripps moved that work at the San Diego Station begin May 16,1904, and continue as long as may seem advisable to the Board, Carried.

Mr.MacMullen moved that the Scientific Director shall have full authority to make all appointments for the work to be undertaken during the coming year, and to fix the compensation of employes. Carried.

Mr.Scripps moved that the Scientific Director or the Secretary may incur expenses - not to exceed Fifty Dollars (\$50.00) in any one item, and that the incurring of an expense exceeding this amount must be referred to the Board. Carried.

Mr.Titus presented for approval the Articles of Incorporation of the Marine Biological Association of San Diego. After some changes they were approved and signed by the Trustees present, and are as follows:

personal.

3. That the place where the principal business of said corporation is to be transacted is in the city of San Diego, County of San Diego, State of California.

4. That the time for which said corporation is to exist

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned,

a majority being citizens and residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we hereby certify:

1. That the name of said corporation is the "MARINE BIOLOGICAL ASSOCIATION OF SAN DIEGO."

2. That the purposes for which said corporation is formed are:

A: To succeed to all the rights, property and privileges held by the Association designated the "Marine Biological Association of San Diego."

B: To carry on a biological and hydrographic survey of the waters of the Pacific Ocean, adjacent to the coast of Southern California; to build and maintain a public aquarium and museum; and to prosecute such other kindred undertakings as the Board of Directors of said corporation may, from time to time, deem it wise to enter upon.

C: To transfer the whole or any part of the properties, rights and privileges of said corporation to the Regents of the University of California, the same to become a department of the said University, co-ordinate with its already existing departments, and to affiliate with said University.

D: To acquire by purchase, gift, or otherwise, and to hold and dispose of all kinds of property, both real and personal.

3: That the place where the principal business of said corporation is to be transacted is in the City of San Diego, County of San Diego, State of California.

4: That the time for which said corporation is to exist

is fifty years from and after the date of its incorporation.

5: That the number of Directors of said corporation shall be seven, and the names and residences of the Directors, who are hereby appointed and elected for the first year to serve until their successors are elected and qualified, are as follows, to-wit:

<u>Names:</u>	<u>Residences.</u>
Homer H. Peters	San Diego, California.
Ellen B. Scripps	San Diego, California.
W. E. Ritter	Berkeley, California/
Julius Wangenheim	San Diego, California.
Fred Baker	San Diego, California.
E. W. Scripps	West Chester, Ohio.
Jas. MacMullen.	San Diego, California.

6: That the above named Directors were duly elected at a meeting of the members of said Association, duly convened and held in the room of the Chamber of Commerce of San Diego, California, in the City of San Diego, County of San Diego, State of California, on the 3rd day of May, 1904, for the purpose of forming this corporation; and of electing Directors to take charge of and the management of its property and affairs, and to form this corporation; that a majority of the members of said Association were then and there present and voted at said meeting and election for the above-named Directors; and as a result of said election, the above-named persons were unanimously elected Directors of said corporation.

7: That this corporation is not formed for the purpose of pecuniary profit; that there are no shares, no capital stock, and no subscription to stock or shares by any person.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this 5th day of May, 1904.

Ellen B. Scripps  
 E. W. Scripps  
 Julius Wangenheim  
 W. E. Ritter  
 Jas. MacMullen

Fred Baker  
 Homer H. Peters

It is known that there are a number of public-  
spirited and wealthy citizens in this locality who will  
take sufficient interest in this work to provide the  
the Board of Regents of the University of California to be  
presented at the meeting with Gov. Pardee this afternoon.  
The letter was approved and the secretary authorized to  
sign for the Board. It is as follows:

Miramar, Cal., May 4th, 1904.

Board of Regents,

University of California, to this letter of March  
28, 1904, which Berkeley, Calif./

Gentlemen: Miramar, Cal., March 28th, 1904.

A year ago Prof. Ritter of your University ex-  
pressed the desire, to some of our citizens, to have located  
in this vicinity a marine biological station.

A small sum was raised sufficient for carrying on  
several week's exploration during the summer.

Later it was proposed to make the station a per-  
manent one, and an Association was formed for this purpose.  
This Association is to be incorporated. A subscription book has been opened, and thus far  
subscriptions have been obtained to the amount of \$4500.00  
annually for three years.

The Association is reasonably sure that this  
amount can be considerably increased, and that it will be for  
able in time to raise an endowment fund the revenue from which  
which will be sufficient to maintain the station permanently.

Naturally they desire to secure for the city of  
San Diego a creditable building for the laboratory and museum,  
and they intend to work to this end. The IOMA may be used  
The Association's desire is that this biological  
station will be adopted by, and become a part of, the Univer-  
sity of California, and that the University will take charge  
of, and become responsible for, its control and direction.

It is known that there are a number of public-spirited and wealthy citizens in this locality who will take sufficient interest in this work to provide all the necessary means, providing the University Regents will, by their action in the matter, recognize the value and use of the station by making it a part of, or branch department, of the University.

Very respectfully

Mr. Scripps called attention to this letter of March 28, 1904, which is as follows:

Miramar, Cal., March 28th, 1904.

Dr. Fred Baker,  
Sec'y. Biological  
San Diego, Calif.

My Dear Sir:-

It is but proper that I should have some clear understanding about the LOMA and its connection with the biological work:

1: I have offered to put power in the LOMA at my own expense, providing that expense is not too much. (My son James indicated to me that the cost would be about \$1500.00) and to allow the Society to use the boat during the year 1904 in the actual work of dredging, etc., i-e., for the coming summer, -to the exclusion of my own use of the boat.

2: Beyond this, the boat may be used by the Society for the remainder of the year and up to June 1905, when either I, or my sons, will have use for it. ( I do not think we will have much use for it save in the early fall of 1904 for a few weeks)

3: By the season of 1905, if the Society has not made other arrangements, it is probable that the LOMA may be used by it; but this I do not now guarantee.

4: I do not desire the boat to be so altered as to make it useless for a pleasure boat. I want to preserve the galley (or a part of it) for galley purposes, and the cabin, so

P.S.: This letter should be a part of the Society's records, as it is in the nature of a contract between the Society and myself.

that there can be at least one private stateroom for Mrs. Scripps if she wants to use it.

5: For the purpose of preserving the boat for possible private use, I must approve of the plans of alteration before they are made. No cost above fifteen hundred dollars (\$1500.00) should be incurred without my express sanction in writing.

6: It must be clearly understood that I retain full possession, right of control, and use of the boat, save to the extent I have above set forth. That is to say, the Society shall have no claim, moral or legal, for other use of the boat than I have offered for it, and that my permission (if such is given) to have you make the alterations and improvements, will not carry with it, by inference, any other obligations on my part.

7: Nothing in the foregoing should be construed as a declaration of my intention to refuse to let you use the boat after June 1st., 1905. I only want to provide for the possibility of my desiring to use it and to prevent any embarrassing misunderstandings which might otherwise arise on that account.

It occurs to me that under the above conditions it would not be right for me to accept an engine free of cost, such as Prof. Ritter suggested you might get. In case Prof. Ritter succeeds in getting an engine free of cost, or cheaper than I could, I would feel that I ought to make good to the Society, financially, whatever cost I would be saved in fitting up the boat on this account, so that such a contribution, in whole or in part, would be to the Society entirely, and not to my own advantage.

Circumstances are such that I desire to be as economical and close with money affairs as I can this Season. Later I contemplate there will be no such necessity.

Yours sincerely,  
E.W. Scripps.

Dic. E.W.S.

H.

P.S.: This letter should be a part of the Society's records, as it is in the nature of a contract between the Society and myself.

It was moved, seconded and carried that the schooner "LOMA" be accepted under the terms of the foregoing letter. Mr. Scripps paid to the Treasurer the sum of Fifteen Hundred Dollars (\$1500.00) to be known as the boat fund, and to be expended in repairs and changes in the schooner "LOMA", and in equipment for the biological work to be undertaken.

Mr. Wangenheim moved, Mr. Scripps seconding, that the Fifty Dollar restriction just adopted shall not apply to checks drawn against the boat fund, the expenditure of the same being left in the hands of Dr. Ritter and Dr. Baker. Carried.

The meeting then took a recess for lunch.

Reconvened after lunch. Governor Pardee and Mr. Titus being present. A general discussion was held of the lines along which some union with the State University can best be undertaken, and of the aims and purposes of the Association. Gov. Pardee said "I think I am perfectly safe in saying that the University will gladly welcome a union.--- Those few regents with whom I have talked about it are very enthusiastic and it is very safe to say that the whole body of regents will feel the same way."

The comparative advantages of affiliation or union as a co-ordinate department of the State University were discussed, and it was the sense of the Governor and of the Board that affiliation during the formative stage would give more flexibility of management, and that for a short time at least the union with the University should take this form.

Mr. Wangenheim moved that the Scientific Director be authorized to immediately take the proper steps for forming an affiliation of the Marine Biological Association of San Diego, with the University of California. Carried.

Mr. Scripps moved that the Scientific Director  
be requested to have plans drawn for a building large enough  
to meet the requirements of Association when fully developed  
but on such a plan that a part can be constructed for  
immediate use, and added to as the necessity may demand.  
Carried.

Adjourned.