

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
TACOMA LAWN TENNIS CLUB**

The Board of Directors of the Tacoma Lawn Tennis Club (UBI No. 278-030-564), a Washington nonprofit corporation, do hereby adopt pursuant to a duly noticed and attended special meeting of the directors, and as ratified by a vote of the members, the following Amended & Restated Articles of Incorporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03A et seq.) and as approved pursuant to RCW 24.03A.665:

ARTICLE I

NAME AND DURATION

The name of this nonprofit corporation is TACOMA LAWN TENNIS CLUB. The duration of the corporation's existence shall be perpetual.

ARTICLE II

NONPROFIT CORPORATION AND CHARITABLE PURPOSES

The corporation shall be a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act. It shall be organized, and at all times thereafter operated, exclusively as nonprofit social club in such ways as the Board of Directors shall determine in its discretion without any net earnings inuring to any private shareholder or member within the meaning of Section 501(c)(7) of the Internal Revenue Code. The purposes of this nonprofit corporation shall be the establishment and maintenance of a social club, with a special view to

promote the game of tennis and provide members with other athletic and social activities. In furtherance of such purposes, the corporation through its Board of Directors shall have full power and authority:

a. To receive and accept property, whether real, personal or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and

b. To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Washington Nonprofit Corporation Act (within and subject to the limitations of Section 501(c)(7) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article II and as are exclusively recreational and are entitled to exempt status as a nonprofit under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE III

TAX-EXEMPT NONPROFIT CORPORATION

The corporation shall be neither organized nor operated for pecuniary gain or profit.

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, officer, or director of the corporation.

b. The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify the corporation for tax-exemption under Section 501(c)(7) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code and which is a tax-exempt social club.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied, and carried out in accordance with such intent.

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation who shall adopt Bylaws of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have all the powers and duties set forth in these Articles of Incorporation, the Bylaws, and the Washington Nonprofit Corporation Act to the extent that such powers and duties are not inconsistent with the status of

the corporation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of twelve (12) directors. The number of directors, the manner of selection, and their terms of office shall be as set forth and may be amended in the Bylaws of the corporation.

ARTICLE VI

MEMBERS

The corporation shall have members in various classes as may be established by the Board of Directors in the Bylaws. Membership shall not be restricted on the basis of race, color, gender, religion, national origin, sexual orientation, age, or any other classification protected under the terms of applicable laws.

ARTICLE VII

CORPORATE STOCK

The corporation shall have no shareholders or issue shares of stock.

ARTICLE XIII

DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the

corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) or 501(c)(7) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The address of the current registered office of this corporation and the name of its current registered agent is as follows:

Registered Office:	502 Borough Road Tacoma, WA 98403
Phone/Email:	253-383-5934 / office@thetlhc.com
Registered Agent:	Tom Peterson

ARTICLE X

PRINCIPAL OFFICE

The principal place of business for the corporation is 502 Borough Road, Tacoma, WA 98403.

ARTICLE XI

LIMITATION OF DIRECTOR LIABILITY

a. A director of the corporation shall not be personally liable to the corporation for monetary damages, for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit in money, property or services.

b. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of any repeal or modification.

c. If the Washington Nonprofit Corporation Act or, by reference, if appropriate, the Washington Business Corporation Act, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Washington Nonprofit Corporation Act or the amended Washington Business Corporation Act, as appropriate.

d. In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

a. 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, or, being or having been such a director or officer, he or she is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity, shall be indemnified and held harmless by the corporation, to the fullest extent permitted by applicable law as then in effect, against all expense, liability, and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, except as provided in paragraph b. hereinbelow with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with the proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. No indemnification shall be provided under this paragraph a. if the corporation is prohibited by the Washington Business Corporation Act, as applicable to nonprofit corporations, or other applicable law as then in effect, from

paying such indemnification. The right of indemnification conferred in this paragraph a. shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of any undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this paragraph a. or otherwise.

b. 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 disinterested directors or otherwise.

c. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability, or loss under the Washington Business Corporation Act, as applicable to nonprofit corporations.

ARTICLE XIII

DEFINITIONS

All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as amended from time to time, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended at any time and from time to time as approved by the Board of Directors with subsequent assent of not less than three-fourths (3/4) of the members to be obtained and evidenced in such manner as may be prescribed by the Bylaws.

ARTICLE XV

EFFECTIVE DATE

These Amended & Restated Articles of Incorporation shall be effective upon filing.

Date of Adoption: _____, 2023.

_____, Board Secretary

ATTESTED TO:

_____, Board President

CONSENT TO SERVE AS REGISTERED AGENT

I hereby consent to serve as Registered Agent in the State of Washington for the named business. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the business; to forward mail to the business; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Tom Peterson

Date