

ARTICLES OF INCORPORATION
OF
ARLINGTON COUNTY TENNIS ASSOCIATION, INC.

TO: State Corporation Commission
P.O. Box 1197
Richmond, Virginia 23209

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such Corporation pursuant to the Virginia Nonstock Corporation Act (VA. Code, 1985 Edition, Title 13, Chapter 10):

ARTICLE I

NAME

The name of the Corporation is Arlington County Tennis Association, Inc. (hereinafter the "Corporation").

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized and operated are to engage exclusively in such activities as may qualify it for exemption from federal income tax under Section 501(c)(7) of the United States Internal Revenue Code (hereinafter the "Code"). More specifically, such purposes are the following:

- A. to promote the development of tennis as a recreational activity suitable for Arlington County citizens of all ages;
- B. to encourage the development of public tennis facilities in Arlington County;
- C. to assist Arlington County agencies in the improved maintenance, management and security of tennis facilities;
- D. to collaborate with such agencies in the planning and implementation of tennis programs and projects; and
- E. to provide communication channels between tennis players and tennis facility and program managers in Arlington County.

In furtherance of the above and other related purposes, the Corporation shall be empowered to exercise all power and authority granted to it under the Virginia Nonstock Corporation Act, or otherwise, including, but not limited to, the power to (i) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes.

ARTICLE IV

MEMBERS

The rights of the members to elect directors are specified in Article V. The qualifications of the members, and their additional rights, shall be provided for in the Bylaws.

ARTICLE V

DIRECTORS

Five of the directors shall be elected annually by the members, as President, Vice President, Secretary, Treasurer, and Membership Secretary. Four additional directors shall be designated by the President, with the approval of those directors having been elected at the annual meeting of the members, to serve

respectively as chairpersons of the Publicity Committee, the Adult Committee, the Junior Committee, and the Facilities Committee.

ARTICLE VI

BYLAWS

The internal affairs of the Corporation shall be regulated by the Bylaws and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The initial Bylaws shall be adopted by the initial Board of Directors hereinafter named. The power to amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VII

LIMITATION ON PERSONAL LIABILITY

The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VIII

LIMITATION ON ACTIVITY

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision hereof:

A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Section 501(c)(7);

B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively permitted by Code Section 501(c)(7); and

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except to the extent permitted by Code Section 501(c)(7) and 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. To the extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501 as amended.

ARTICLE IX

SPECIAL PROVISIONS WITH RESPECT TO
DISTRIBUTION AND INVESTMENT OF FUNDS

Directors shall in no event be held liable to any party whether a contributor to the Corporation or a beneficiary or prospective beneficiary of the Corporation or any other party, by reason of any decision taken in good faith with respect to the distribution of all or any portion of the income or assets of the Corporation.

Directors may distribute Corporation funds whether derived from income or from principal and shall not be under any obligation to maintain the corpus of Corporation funds to the extent that the Directors conclude that distributions are appropriate to the accomplishment of the purposes of the Corporation. It is intended that in (i) expending funds of the Corporation, (ii) making and retaining investments, (iii) delegating any investment management of funds of the Corporation, and (iv) all other respects, the Directors shall have a duty to exercise ordinary business care and prudence under the facts and circumstances prevailing at the time of the action or decision and shall not be held to any different or higher standard of care and prudence that might otherwise apply were they trustees rather than directors as a matter of law.

ARTICLE X
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall:

A. pay or make provision for the payment of all of the Corporation's liabilities;

B. return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and

C. dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to such organization or organizations organized and operated exclusively for purposes as shall, at the time, qualify for exemption under Code Section 501(c)(7), as the Directors shall determine.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's initial registered office is 4001 N. 9th Street #1327, Arlington, VA 22203. The name of the Corporation's initial registered agent at such address is Sho Maruyama, a resident of Virginia and director of the Corporation. The registered office is located in Arlington County.

ARTICLE XII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is nine (9), and the names and addresses of the persons who serve as the initial Directors until their successors are elected and qualify by agreeing to serve are:

<u>NAME</u>	<u>ADDRESS</u>
Sho Maruyama, President	4001 No. 9th St. #1327 Arlington, VA 22203
Vice President, Vacant	
Joyce McClure, Treasurer	4607 No. 27th St. Arlington, VA 22207
Jackie Owen, Secretary	4139 So. Four Mile Run Dr. #203 Arlington, VA 22204
Joan Maruyama, Membership Secretary	4001 No. 9th St. #1327 Arlington, VA. 22203
Bill Broadway, Adult Com. Chairperson	2653 No. Richmond St. Arlington, VA 22207
Christine Bass, Junior Com. Chairperson	2618 So. Lynn St. Arlington, VA 22202
Jeffrey Stickley, Publicity Chairperson	1501 No. Edgewood #574 Arlington, VA. 22204
Jerry Graf, Facilities Com. Chairperson	3209 No. 5th St. Arlington, VA 22201

ARTICLE XIII

DEFINED TERMS

As used in these Articles, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of

1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States internal revenue law.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in accordance with the procedures set forth in the Virginia Nonstock Corporation Act and the Bylaws but only upon vote of at least two thirds of the Directors.

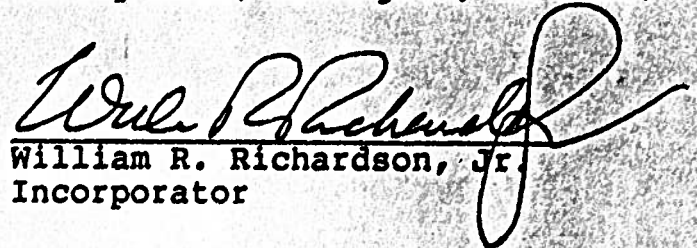
ARTICLE XV
INCORPORATOR

The name and address of the Incorporator is:

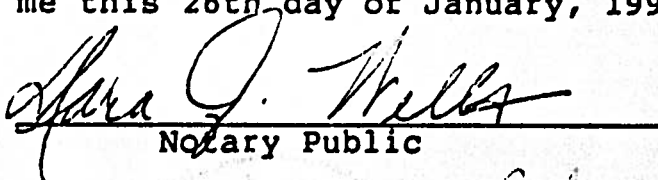
NAME

ADDRESS

William R. Richardson, Jr. 2674 Marcey Road, Arlington, VA 22207


William R. Richardson, Jr.
Incorporator

Sworn and subscribed to before
me this 26th day of January, 1990.


Notary Public

My commission expires: *July 14, 1992*

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 30, 1990

The State Corporation Commission has found the accompanying articles submitted on behalf of

ARLINGTON COUNTY TENNIS ASSOCIATION, INC.

to comply with the requirements of law, and confirms payment of all related fees.

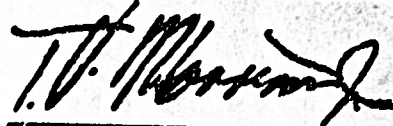
Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective January 30, 1990.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 
Commissioner

CORPACPT
CIS20436
90-01-29-0034

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of ARLINGTON COUNTY TENNIS ASSOCIATION, INC. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
November 9, 2009*

Joel H. Peck

Joel H. Peck, Clerk of the Commission