



ROSS MILLER
 Secretary of State
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040602

Nonprofit
Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 82)

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	Entity Number E0039642014-1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Zephyr Cove Tennis Club Foundation				
2. Registered Agent for Service of Process: (check only one box; NOTE: a Commercial Registered Agent is defined as a Registered Agent representing 10 or more entities)	<input type="checkbox"/> Commercial Registered Agent: _____ Name				
	<input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)				
	Ross Rittiman Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity				
	697 Lakeview Drive Street Address	Zephyr Cove City	Nevada State	89448 Zip Code	
	PO Box 1122 Mailing Address (if different from street address)	Zephyr Cove City	Nevada State	89448 Zip Code	
3. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) Carolyn Wright Name				
	PO Box 430 Street Address	Glenbrook City	NV State	89413 Zip Code	
	2) Robert Beutenmiller Name				
	P.O. Box 6485 Street Address	Stateline City	NV State	89449 Zip Code	
	3) Ross Rittiman Name				
	P.O. Box 1122 Street Address	Zephyr Cove City	NV State	89448 Zip Code	
	4. Purpose: (required; continue on additional page if necessary)	<i>The purpose of the corporation shall be:</i> The purpose of the corporation shall be to operate exclusively for charitable and educational			
	5. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.			
		Carolyn Wright Name	<input checked="" type="checkbox"/> Incorporator Signature		
PO Box 430 Address		Glenbrook City	NV State	89413 Zip Code	
6. Certificate of Acceptance of Appointment of Registered Agent:	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i> <input checked="" type="checkbox"/> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity				
			1.20.14 Date		

This form must be accompanied by appropriate fees.

**NONPROFIT ARTICLES OF INCORPORATION
OF
ZEPHYR COVE TENNIS CLUB FOUNDATION**

3. Names and addresses of the Board of Directors continued.

Name	Mailing Address
Ray Fugitt	P.O. Box 3820 Stateline, NV 89449
Joyce Youngs	960 Onnontioga Street South Lake Tahoe, CA 96150
Hersch Herschman	P.O. Box 11463 Zephyr Cove, NV 89448
Sheryl Herschman	P.O. Box 11463 Zephyr Cove, NV 89448
Grant Thompson	P.O. Box 10626 Zephyr Cove, NV 89448
Neal Trebotich	1024 Aspen Grove Cir. Minden, NV 89423
Holly Rittiman	P.O. Box 1122 Zephyr Cove, NV 89448
Bob Green	P.O. Box 19669 South Lake Tahoe, CA 96151

4. Purpose (cont).

. . . purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code") and for such related purposes as may be permitted to charitable and educational corporations that are organized under Chapter 82 of the Nevada Revised Statutes and that are described in the aforesaid provision of the Code. The principal purpose of the Corporation shall be to promote tennis as an enriching, healthy, lifelong sport to all ages and abilities by providing financial, programming, and organizational support to the Zephyr Cove Tennis Club ("ZCTC").

**NONPROFIT ARTICLES OF INCORPORATION
OF
ZEPHYR COVE TENNIS CLUB FOUNDATION**

Optional Provisions.

7. Board of Directors.

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, term of office, and manner of selection of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

8. Prohibitions.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code.

9. Dissolution.

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 exclusively for the purposes of the Corporation, either directly or by transfer to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

BYLAWS OF
ZEPHYR COVE TENNIS CLUB FOUNDATION

ARTICLE I

NATURE AND PURPOSE OF CORPORATION

1.1 **Nonprofit Organization.** As a nonprofit corporation organized pursuant to the provisions of Nevada Revised Statutes Chapter 82, ZEPHYR COVE TENNIS CLUB FOUNDATION (the "Corporation") shall have no capital stock and no shareholders, and no part of the net earnings, income, or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable and educational purposes.

1.2 **Purposes.** The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code"), and for such related purposes as may be permitted to charitable corporations that are organized under Chapter 82 of the Nevada Revised Statutes and that are described in the aforesaid provision of the Code. The principal purpose of the Corporation shall be to promote tennis as an enriching, healthy, lifelong sport to all ages and abilities by providing financial, programming, and organizational support to the Zephyr Cove Tennis Club ("ZCTC") located at 233 Warrior Way Zephyr Cove, NV 89448.

ARTICLE II

BOARD OF DIRECTORS

2.1 **Permanent Board.** The Board of Directors shall be composed of no fewer than four (4) members and no more than twelve (12) members. The Board of Directors may by resolution fix the precise number of members between the stated limits, but any reduction in the number of members of the Board shall take effect only at the expiration of the term of office of the members whose offices are to be eliminated or upon their earlier resignation. Until the Board of Directors fixes a different number, there shall be eleven (11) members of the Board of Directors.

2.2 **Term of Office of Directors; Succession.** At the first regular annual meeting, six (6) Directors shall initially serve for three-year terms and five (5) shall serve for two-year terms. Thereafter as such initial terms expire, Directors shall be elected to serve two-year terms. Thus, five Directorships shall be filled every other year and six Directorships shall be filled on the alternating years. The term of office of each member shall commence upon the adjournment of the annual meeting at which such member is elected. A director shall be eligible for reelection to succeed himself or herself.

2.3 Qualifications of Members. Members of the Board of Directors shall be at least eighteen (18) years old.

2.4 Authority. The Board of Directors shall manage the business and affairs of the Corporation and may exercise all powers of the Corporation, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws.

2.5 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers, and transacting such other business as may be brought before the meeting shall be held each year without notice on a date adopted by the Board of Directors. The Board of Directors may by resolution provide for the time and the place of other regular meetings, and no notice of such regular meetings need be given. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board of Directors, and written notice of the time and place of such meeting shall be given to each member of the Board of Directors by first class, air mail or electronic mail or in person at least two (2) days before the meeting. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be stated in the notice or waiver of notice of such meeting. Any meeting may be held at any place within or without the State of Nevada.

2.6 Quorum. A majority of the directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE III

OFFICERS

3.1 In General. The officers of the Corporation shall consist of a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and such other officers or assistant officers as may be elected by the Board of Directors. Each officer shall hold office until the end of the annual meeting of the Board of Directors next following the date of his or her election and until his or her successor has been elected and has qualified, or until his or her earlier resignation, removal from office, or death. Any two or more offices may be held by the same person.

3.2 President. The President shall be the Chief Executive Officer of the Corporation and shall give general supervision and direction to the affairs of the Corporation, subject to the direction of the Board of Directors.

3.3 Vice President. The Vice President shall act in the case of the absence or disability of the President and shall have other duties as may be assigned by the President or the Board of Directors.

3.4 Recording Secretary. The Recording Secretary shall give notice of all meetings of the Board of Directors for which notice is required, shall keep the minutes of the proceedings of the Board of Directors, and shall maintain the general records of the Corporation.

3.5 Corresponding Secretary. The Corresponding Secretary shall maintain the website for Zephyr Cove Tennis Club and respond to inquiries from the members and public.

3.6 Treasurer. The Treasurer shall be responsible for the maintenance of proper financial books and records of the Corporation and shall have custody of its funds and other assets.

3.7 Other Authority and Duties. Each officer, employee, and agent of the Corporation shall have such other duties and authority as may be conferred upon him or her by the Board of Directors or delegated to him or her by the President.

3.8 Removal. Any officer may be removed at any time by the Board of Directors, and such vacancy may be filled by the Board of Directors.

3.9 Compensation. No salaries shall be paid to members of the Board of Directors or officers for their services in such capacity, but the Board of Directors may authorize reimbursement of expenses incurred by them on behalf of the Corporation. The Board of Directors may authorize reasonable compensation for the services of any officers who serve as employees or agents of the Corporation.

ARTICLE IV

DEPOSITORIES AND SIGNATURES

4.1 Depositories. All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time designate.

4.2 Execution of Legal Instruments. All contracts, deeds, and other instruments shall be signed on behalf of the Corporation by the President or by such other officer, officers, agent, or agents as the Board of Directors may from time to time provide.

ARTICLE V

INDEMNITY

5.1 Actions Against Directors and Officers. The Corporation shall indemnify, to the fullest extent permitted by the Nevada Revised Statutes and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

5.2 Advance for Expenses of Directors and Officers. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because such individual is a director or officer in advance of final disposition of the proceeding, if:

(1) The director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Article 5.1 above or that the proceeding involves conduct for which liability has been eliminated by the Corporation's Articles of Incorporation; and

(2) The director or officer furnishes the Corporation a written undertaking to repay any advances if it is ultimately determined that the director or officer is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS

The Board of Directors shall have the power to alter and amend the Articles of Incorporation or Bylaws and to repeal the Bylaws or to adopt new Bylaws. Action by the directors with respect to the Articles of Incorporation or Bylaws shall be taken by an affirmative vote of a majority of all of the directors then in office.

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

The Foundation shall have one (1) class of voting membership. Members shall be all persons who have paid in full a membership to the Zephyr Cove Tennis Club for the then current year and shall be entitled to one vote each.

ACTION OF INCORPORATOR
OF
ZEPHYR COVE TENNIS CLUB FOUNDATION

Pursuant to Chapter 82 of the Nevada Revised Statutes, the undersigned Incorporator of ZEPHYR COVE TENNIS CLUB FOUNDATION (the "Corporation"), named in its Articles of Incorporation, hereby designates the undersigned Directors as the initial members of the Board of Directors of ZEPHYR COVE TENNIS CLUB FOUNDATION to complete the organization of the Corporation.

To complete the organization of the Corporation, the undersigned Directors hereby unanimously consent to and adopt the following resolutions as the action of the Board of Directors of the Corporation in lieu of the organizational meeting, and hereby direct that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

Acceptance of Articles of Incorporation

RESOLVED, that the Articles of Incorporation of ZEPHYR COVE TENNIS CLUB FOUNDATION, as certified by the Secretary of State of Nevada pursuant to the Certificate of Incorporation dated 1-22-2014, a copy of which is attached hereto, are hereby accepted and approved for the Corporation.

Adoption of Bylaws

RESOLVED, that the Bylaws attached hereto and incorporated herein by this reference are hereby adopted as the Bylaws of the Corporation for the regulation and management of its affairs.

Election of Officers

RESOLVED, that the following persons are hereby elected to the offices of the Corporation set forth opposite their respective names to serve as such officers pursuant to the Bylaws:

1. Carolyn E. Wright, President
2. Robert Beutenmiller, Vice President
3. Ross Rittiman, Corresponding Secretary
4. Ray Fugitt, Responding Secretary
5. Joyce Youngs, Treasurer
6. Hersch Herschman, Member at Large
7. Sheryl Herschman, Member at Large
8. Grant Thompson, Member at Large
9. Neal Trebotich, Member at Large
10. Holly Rittiman, Member at Large
11. Bob Green, Member at Large

Establishment of Bank Account

RESOLVED, that the Corporation shall establish a bank account in accordance with the further resolutions set forth on the form of certificate requested by said bank.

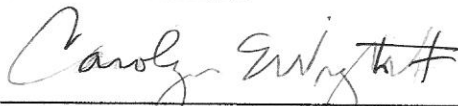
Authorization to Execute Contracts

RESOLVED, that the President of the Corporation is hereby authorized to execute on behalf of the Corporation all contracts, deeds and other instruments.

WITNESS the consent of the Incorporator and the initial members of the Board of Directors of ZEPHYR COVE TENNIS CLUB FOUNDATION on the date indicated, the latest of which shall be the effective date hereof.

INCORPORATOR

DATE




 CAROLYN E. WRIGHT

2-27-14


DIRECTORS

DATE



 Robert Beutenmiller

02-27-14



 Ross Rittiman

2-27-14

Joyce Youngs
Joyce Youngs

2-27-14

Carolyn E. Wright
Carolyn E. Wright

2-27-14

Ray Fugitt
Ray Fugitt

2/27/14

Herschman
Hersch Herschman

3-25-14

Ssherschman
Sheryl Herschman

3-25-14

Grant Thompson
Grant Thompson

2/27/14

Neal Trebotich
Neal Trebotich

2-27-14

Holly Rittiman
Holly Rittiman

2-27-14

Bob Green
Bob Green

2-27-14