

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, three (3) Directors shall initially serve for two-year terms, four (4) shall serve for three-year terms and four (4) shall serve for four-year terms. Thereafter as such initial terms expire, Directors shall be elected to serve three-year terms. Thus, three or four of the Directorships shall be filled every year. The term of office of each member shall commence upon at the annual meeting after 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 appointing 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.