

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEWPORT HILLS SWIM AND TENNIS CLUB**

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

1. The name of record of the corporation is: Newport Hills Swim and Tennis Club.
2. The Articles of Incorporation are hereby amended in their entirety as set forth in the attached Exhibit A, which is incorporated herein by this reference.
3. At a meeting held on December 4, 2017, the Board of Trustees of the corporation adopted a resolution approving the amendments to the Articles of Incorporation as set forth above and directing that the question be submitted to a vote at a meeting of the members of the corporation. A quorum was present at the meeting and a majority of the Trustees adopted the resolution.
4. The amendments were adopted by the members of the corporation at a meeting of the members of the corporation held on December 6, 2017. A quorum was present at the meeting and two-thirds of the members present at the meeting adopted the amendments.
5. These Articles of Amendment shall be effective on filing with the Washington Secretary of State.

The undersigned is an officer of the corporation and is acting in an authorized capacity.

DATED: 12/11/17

Newport Hills Swim and Tennis Club

By: 

Its: Vice President

EXHIBIT A
AMENDED
ARTICLES OF INCORPORATION
OF
NEWPORT HILLS SWIM AND TENNIS CLUB

The undersigned, in order to form a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby signs and verifies the following Articles of Incorporation.

Article I: Name

The name of the corporation shall be Newport Hills Swim and Tennis Club (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Registered Office and Agent

The address of the registered office of the Corporation shall be 5464 119TH Ave. SE, Bellevue, WA 98006-3304. The name of the registered agent of the Corporation at such address shall be Manager.

Article IV: Purposes and Powers

Section 1. Purposes. The Corporation is organized as a social club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to promoting the health, recreation and general welfare of its members, and in pursuance thereof, to own and operate one or more swimming pools and tennis courts, a club house and such other incidental facilities and objects as are appropriate in the conduct of its activities.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Article V: Limitations

Section 1. The Corporation is not formed for pecuniary profit or financial gain, shall have no capital stock, and no part of its net earnings, profit or income is distributable to, or shall inure to the benefit of any trustee, director, officer, or member of the Corporation or any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (unless otherwise provided in the Corporation's Bylaws), and to make payments and distributions in furtherance of the purposes of the Corporation and

subject to the limitations of this Article IV, and otherwise to the extent permitted under Section 501(c)(7) of the Code.

Section 2. Upon the dissolution of the Corporation or its winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed by the Board of Trustees, to the Proprietary Members of the Club, each such Proprietary Member to receive the amount of proprietary interest in the Club assets paid by the Proprietary Member. Any assets of the Corporation remaining after such payment to, or provision for payment to Proprietary Members, shall be distributed to Eastside Youth Swimming and Tennis Organization, or if at that time Eastside Youth Swimming and Tennis Organization is inactive, no longer exempt under Section 501(c)(3) of the Code, no longer in existence or unwilling to accept the assets, then said assets shall be distributed to an organization or organizations, as determined by the Board of Trustees, that are recognized as exempt under Section 501(c)(3) of the Code, and used exclusively to accomplish the purposes for which Eastside Youth Swimming and Tennis Organization is organized.

Section 3. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(7) of the Code.

Article VI: Members

The qualifications of members, if any, the application process, the classes of members, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

Article VII: Trustees

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of trustees shall be as set forth in the Bylaws of the Corporation.

Article VIII: Director Liability Limitations

A trustee shall have no liability to the Corporation for monetary damages for conduct as a trustee, except for acts or omissions that involve intentional misconduct by the trustee, or a knowing violation of law by a trustee, where the trustee votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the trustee will personally receive a benefit in money, property, or services to which the trustee is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a trustee shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a trustee of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such trustee occurring prior to such repeal or modification.

Article IX: Indemnification

Section 1. Right to Indemnification. 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 trustee or officer of the Corporation or, while a trustee or officer, he or she is or was serving at the request of the Corporation as a director, trustee, 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, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgements, 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, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of trustees of the Corporation. The right to indemnification conferred in this Section 1 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 an undertaking, by or on behalf of such trustee or officer, to repay all amounts so advanced if it shall ultimately be determined that such trustee or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of trustees, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of trustees, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. 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 members, if any, or disinterested trustees or otherwise.

Section 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, 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 persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any trustee or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Trustees from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of trustees and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Article X: Bylaws

Subject to the provisions of these Articles of Incorporation, the Bylaws and Washington law, the authority to make, alter, amend or repeal Bylaws is vested in both the members and the Board of Trustees. The Board of Trustees may exercise its authority under this Article at any regular or special meeting of the Board; provided that every amendment adopted by the board acting alone must be ratified by the membership.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of December, 2017.

Newport Hills Swim and Tennis Club

By: Patricia A Ford
Its: Secretary

