

**Articles of Incorporation**  
**Stafford, Fredericksburg, Spotsylvania Pickleball Club**

Pursuant to the provisions of the Nonstock Corporation Act of the Commonwealth of Virginia, *Code of Virginia* §13.1, Chapter 10, the undersigned incorporators hereby adopt the following Articles of Incorporation:

**Article I – Name**

The name of the Corporation shall be the Stafford, Fredericksburg, Spotsylvania Pickleball Club. The Corporation is a non-profit corporation organized under the *Code of Virginia*, §13.1, Chapter 10, “Nonstock Corporation Act.”

**Article II – Principal Office and Registered Agent**

The place where the principal office of the Corporation is to be located is Stafford County, Virginia, the address is 97 Betts Rd, Stafford, VA 22554. The registered agent of the Corporation is Joan Pope, an incorporator, initial Treasurer, and resident of the Commonwealth of Virginia.

**Article III – Purpose**

The Corporation is formed and shall be operated exclusively to advance the sport of pickleball in Stafford and Spotsylvania Counties and in the City of Fredericksburg, Virginia, and in the surrounding area.

In no case shall the purpose of the Corporation or its activities encompass any purpose or activity not permitted to exempt organizations under Section 501 (c) (7) of the Internal Revenue Code of the 1986 (the “Code”) or the corresponding provision of any future United States Internal Revenue Law.

**Article IV – Earnings**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence public legislation, and the Corporation shall not participate in, or intervene in (including the public distribution of statements), any political campaign on behalf of any candidate for public office.

**Article V – Governance**

The Corporation shall have an annual membership meeting for transacting such business as may come before the Corporation and shall elect a Board of Directors biennially.

The Board of Directors shall consist of five officers elected at-large by the members of the Corporation, no more than four (4) members shall be ex-officio ( Non Voting) due to their designation as USA Pickleball Association Ambassadors for Stafford and Spotsylvania Counties and the City of Fredericksburg.

Articles of Incorporation  
Stafford, Fredericksburg, Spotsylvania Pickleball Club

The Board of Directors shall manage the business and affairs of the Corporation. The Board may exercise all such authority and powers of the Corporation and do all such lawful acts authorized by the bylaws and statute. The Board may delegate, as appropriate, certain matters of the Corporation's affairs and business to others consistent with the bylaws.

There shall be five officer positions for the Corporation: President, two Vice Presidents, Secretary and Treasurer. The Officers shall be appointed by the Board of Directors from among its Directors.

The initial Board of Directors of the Corporation shall be:

Noel Lowery, President, (Stafford)  
Melody Litzenberg, Co- Vice President (Stafford)  
Stuart Simons, Co-Vice President (Stafford)  
Michael Curry, Secretary (Stafford)  
Joan Pope, Treasurer (Stafford)

#### **Article VI – Membership**

Membership shall be open to residents interested in playing pickleball, 19 years old and older, primarily from Stafford and Spotsylvania Counties and the City of Fredericksburg, Virginia. Membership shall also be open to residents of surrounding localities.

All members have the right to vote.

#### **Article VII – Dissolution**

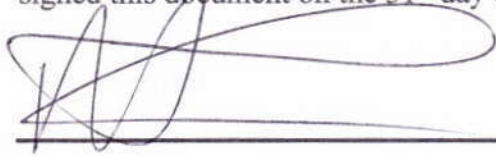
In the event of the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or another not-for-profit established Pickleball club/association for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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 VIII – Liability**

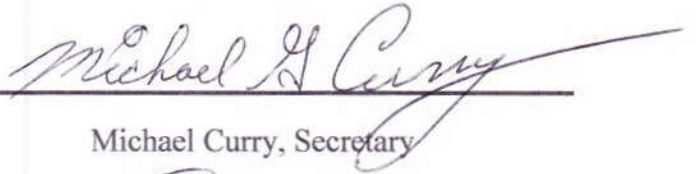
No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

Articles of Incorporation  
Stafford, Fredericksburg, Spotsylvania Pickleball Club

We, the undersigned, officers of the Board of Directors of the Corporation, do make this certificate, hereby declaring and certifying that the facts stated are true, and accordingly have signed this document on the 31<sup>st</sup> day of December 2018.



Noel Lowery, President




Michael Curry, Secretary



Melody Litzenberg Co-Vice President



Stuart Simons, Co-Vice President



Joan Pope, Treasurer