



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

LOUISIANA TENNIS ASSOCIATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.
42733149 AMEND 07/13/2017 7 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 14, 2017

A handwritten signature in black ink, appearing to read "M Schedler", is written over a light blue horizontal line.

Secretary of State

AP04713760N



Certificate ID: 10848729#N8Q83

To validate this certificate, visit the following web site, go to **Business Services**, **Search for Louisiana Business Filings**, **Validate a Certificate**, then follow the instructions displayed.

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
LOUISIANA TENNIS ASSOCIATION, INC.**

Pursuant to Sections 237(B) and 238 of the Louisiana Nonprofit Corporation Law, La. Rev. Stat. 12:201 et seq. ("LNCL"), **Louisiana Tennis Association, Inc.**, a Louisiana nonprofit corporation ("Corporation"), through its undersigned officer, does hereby execute these articles of amendment ("Articles of Amendment") to the articles of incorporation of the Corporation and does hereby certify as follows:

FIRST: In accordance with the bylaws ("Bylaws") of the Corporation, the president of the Corporation established the place and time of day of, and the secretary of the Corporation transmitted to the members ("Members") due notice not less than 30 days prior to, the annual meeting ("Meeting") of the Members held in accordance with the Bylaws on Saturday, December 3, 2016, for the purpose (among others) of considering and voting on amendments ("Amendments") to the articles of incorporation, a copy of which Amendments was attached to the written notice of the Meeting and which are set forth hereinbelow.

SECOND: At the Meeting, where a quorum of not less than a majority in number of the Member Clubs and Member Organizations (that being the only class of Members entitled to vote) was present by proxy, the Amendments were adopted by 1235 votes cast by proxy of the voting power of the voting members present in favor of, and no votes cast in person or by proxy against, the Amendments; and the voting power in favor was not less than two-thirds in interest of the voting power of the voting members present (after giving effect to the weighting of Member votes required by Article III of the Bylaws).

THIRD: The Amendments supersede and replace in their entirety the articles of incorporation as adopted by an act passed before Carol E. Benton, Notary Public for the Parish of East Baton Rouge, State of Louisiana, on October 23, 1977, and recorded in the office of the Secretary of State of Louisiana on October 25, 1977 under Charter Number 04713760N, so that the complete articles of incorporation of the Corporation now read in their entirety as follows, to-wit:

Article 1

The name of the corporation ("Corporation") is **Louisiana Tennis Association, Inc.**

Article 2

The purpose of the Corporation is to engage in any lawful activity for which corporations may be formed under the Louisiana Nonprofit Corporation Law ("LNCL"), La. R.S. 12:201 *et seq.*, that are exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986.

Article 3

Section 1. The corporation is formed on a non-stock basis. There shall be three classes of membership, designated respectively as (A) Clubs and Organizations, (B) Individual Members, and (C) Honorary Members.

Section 2. The qualifications for Class A Clubs and Organizations membership are that the person must be an entity, rather than an individual, that is a member in good standing of the United States Tennis Association ("USTA") and is physically located in the State of Louisiana.

The qualifications for Class B Individual membership are that the person must be an individual of good moral character who is an individual member of the USTA domiciled or resident in the State of Louisiana.

The qualifications for Class C Honorary membership are that the person must be an individual of good moral character who is an Honorary Member of the USTA domiciled or resident in the State of Louisiana.

Section 3. The total voting power of the Corporation shall be vested in (i) the Class A Clubs and Organization Members and (ii) the Class B Individual Members. Members of those two classes shall vote together as a single class, but the total voting power of the Corporation shall be allocated between the two classes in the manner provided by or in accordance with the By-Laws. The total voting strength allocated to the Class A Clubs and Organizations Members as a class may be distributed unequally among the members of that class in proportion to their size or any other method specified in the By-Laws. The total voting strength of the Individual Members in Class B shall be set forth in the By-Laws. The Class C Honorary Members shall have no voting rights.

Section 4. Only Class B Individual Members shall be eligible for election as directors or officers of the Corporation. Class C Honorary Members shall not be eligible for election as directors, the USPTA Professional, the Teaching Professional, or the At Large Delegates or officers but shall be eligible to attend meetings of the members.

Section 5. The By-Laws may contain additional qualifications, restrictions, privileges, and limitations and relative rights, including voting rights of the classes of members that are not in conflict with these articles of incorporation.

Article 4

Section 1. The affairs of the Corporation shall be managed by a Board of Directors composed of (a) the five Regional Representatives plus (b) no fewer than seven additional Class B Individual Members, the exact number to be fixed by the By-Laws. Each director shall be entitled to cast one vote, and the act of a majority of the directors present at any meeting at which

a quorum exists shall be the act of the Board of Directors, except where the By-Laws require a higher vote.

Section 2. The directors shall be elected by plurality vote at the annual meeting of members to serve for a term of two years or until their successors are elected and qualified.

Section 3. No director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, provided that nothing in this Article 4 shall eliminate or limit the liability of a director or officer for:

- (A) any breach of his duty of loyalty to the Corporation or its members,
- (B) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law,
- (C) any violation of Section 226(D) of the LNCL, or
- (D) any transaction from which the director or officer derived an improper personal benefit.

Article 5

The Corporation is organized for non-profit purposes, and no part of any earnings thereof shall inure to the benefit of any member or individual. Net earnings, if any, will be devoted exclusively to the promotion of social welfare or charitable, educational, or recreational purposes such as to qualify this Corporation for exemption from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986.

Article 6

The location and address of the Corporation's original registered office, the names and addresses of its original registered agents and incorporators, and the names, addresses, and terms of office of its initial directors were set forth in its articles of incorporation filed in the office of

the Secretary of State of Louisiana on October 25, 1977 under Charter Number 04713760N. The taxpayer identification number of the Corporation is 72-0827537.

Article 7

These articles of incorporation may be amended from time to time, one or more times, or the Corporation may be dissolved, by a vote of not less than two-thirds of the voting strength present in person or by proxy at an annual or special meeting of which written notice is given to all voting members in the manner prescribed in the By-Laws, but not less than ten nor more than thirty days in advance. The presence in person or by proxy of the Class A Clubs and Organization Members holding in the aggregate not less than a majority of the total voting power of Class A Clubs and Organization Members shall be necessary and sufficient to constitute a quorum at such a meeting, notwithstanding that a majority in number by heads of the voting members of that Class A Membership may not be present or represented; Class B Individual Members have no right to vote on any amendments of the articles of incorporation. The notice of the meeting shall state its time, date, place, and purpose; set forth or enclose a copy of the proposed amendment(s) ("Amendment") or resolution to dissolve; and state whether the Amendment or resolution has been approved by the Board of Directors. The notice may, but shall not be required to, contain or be accompanied by a written description or discussion of the effect of any Amendment and shall not be required to contain any other information except, if applicable, a brief description of any change that would be made by the Amendment in the number, designation, qualifications, preferences, limitations and relative rights, voting powers, or privileges of members of any class. An Amendment duly adopted at a meeting of members that meets the requirements of this Article 7 shall be valid and effective notwithstanding that its wording as adopted varied slightly from its form as proposed.

Article 8

For the avoidance of doubt, and solely for purposes of the Louisiana Uniform Electronic Transactions Act, La. R.S. 9:2601 et seq. ("ETA"), as amended, the Corporation shall be deemed to be engaged in the conduct of business affairs within the meaning of La. R.S. 9:2602(16), with the consequence that (a) the ETA shall apply to any action or set of actions occurring by electronic means or as an automated transaction (as those terms are defined in the ETA) between the Corporation and any other person(s) who has agreed to conduct transactions with the Corporation by electronic means, and (b) every member of the Corporation shall be deemed to have irrevocably agreed to conduct all transactions in his, her, or its capacity as such with the Corporation by electronic means.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment on this 3rd day of November, 2016.

LOUISIANA TENNIS ASSOCIATION, INC.

By Robert B. Wiley, Jr.
President

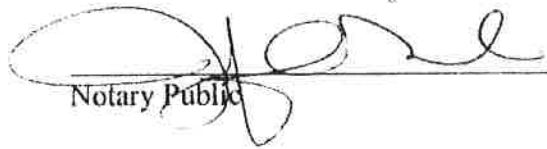
ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

Before me, the undersigned authority, personally came and appeared Robert Worley, Jr, known to me to be the President of Louisiana Tennis Association, Inc., a Louisiana nonprofit corporation ("Corporation") who, having been by me first duly sworn, acknowledged and declared in my presence that he is authorized to and did execute the foregoing instrument in his capacity as President of the Corporation and as his own free act and deed for the purposes therein expressed.

In witness hereof, I hereunto affix my signature on this 3rd day of November 2016.


Notary Public

My Commission expires at death.

JENNIFER O'NEAL, Notary Public
BAR ROLL #30263
STATE OF LOUISIANA
LIFETIME COMMISSION