

1-15-76

245776
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

**BETC LEGAL
DOCUMENTS**

ARTICLES OF INCORPORATION

of B.E.T.C. (BOEING EMPLOYEES' TENNIS CLUB)
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.



In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

March 31, 1975

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
BOEING EMPLOYEES' TENNIS CLUB

FILED

MAR 31 1975

SECRETARY OF STATE
STATE OF WASHINGTON

The undersigned, Alan Mulally, for the purpose of forming a corporation under the non profit laws, RCW24.03, of the State of Washington, state:

The name of the corporation shall be B.E.T.C. (Boeing Employees' Tennis Club).

The term of existence shall be perpetual.

The purposes for which the corporation is organized are as follows: athletic.

The address of the initial registered office of the corporation shall be:

The Boeing Employees' Tennis Club
c/o Recreation Department M.S. 4H-96
The Boeing Company
Seattle, Washington 98124

The name of the initial registered agent at the same address shall be: Arnie Rinta.

The number of directors constituting the initial Board of Directors shall be four.
The names and addresses of the persons who are to serve as the initial directors are as follows:

Alan Mulally	911 E. Allison, Seattle, Washington 98112
Tom Rowley	4209 N.E. 11th St., Renton, Washington 98055
Kay S. Callahan	416 - 101st Avenue S.E., #208, Seattle, Wash 98004
Bruce Holland	16216 133 Place S.E., Renton, Washington 98055

In the event of dissolution of the corporation, the net assets are to be distributed as follows: To the Boeing Company as stated in the B.E.T.C. Constitution and By-Laws.

Date: 3/27/75

Alan Mulally
Kay Callahan
Tom Rowley
Bruce Holland

SWORN AND SUBSCRIBED to before me this 27th day of March, 1975,
Notary Public for State of Washington residing at Kent.

Cyril M. Hamilton

250856

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of B.E.T.C. (BOEING EMPLOYEES' TENNIS CLUB)

a domestic corporation of Seattle, Washington,

(Amending Articles; designating Arnie Riuta as registered agent; changing registered office to Recreation Unit, The Boeing Company, Developmental Center, Building 9-105, 9725 E. Marginal Way So., Seattle, WA 98108 and changing name to BOEING EMPLOYEES' TENNIS CLUB)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

October 20, 1975

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

1975

B.E.T.C. (BOEING EMPLOYEES' TENNIS CLUB)

ARTICLES OF AMENDMENT

Pursuant to the provisions of RCW 24.03.170, the following Articles of Amendment are executed in duplicate by B.E.T.C. (Boeing Employees' Tennis Club), a Washington nonprofit corporation:

1. The name of the corporation is B.E.T.C. (Boeing Employees' Tennis Club).
2. The Articles of Incorporation of the corporation are amended to read as follows:

"ARTICLE 1. NAME

"The name of the corporation is Boeing Employees' Tennis Club.

"ARTICLE 2. DURATION

"The period of duration is perpetual.

"ARTICLE 3. PURPOSES

"This organization is organized for the following purposes:

"(a) To own and operate a club for tennis and other racket sports, and to own and operate any and all related facilities.

"(b) To engage in any activity that may lawfully be undertaken by a corporation organized under Chapter 24.03 of the Revised Code of Washington.

"(c) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

"The foregoing clauses of this Article 3 shall each be construed as purposes and powers, and the matters expressed

in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right or privilege given to this corporation by law or otherwise.

"ARTICLE 4. BYLAWS

"The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this corporation.

"ARTICLE 5. FUNDS AND ASSETS

"This corporation shall use its funds only to accomplish the purposes stated in these Articles. In the event this corporation is dissolved, any net assets remaining shall be distributed first to reimburse the then existing members for original membership fees on a pro rata basis and the balance remaining shall be distributed to the Boeing Employees' Recreation Council or its successor or successors.

"ARTICLE 6. AMENDMENTS

"These Articles may be amended by a vote of two-thirds of the members of the corporation present or represented at an annual or special meeting of the members.

"ARTICLE 7. REGISTERED OFFICE, AGENT

"The address of the registered office of this corporation at the time of adoption of these amended Articles of Incorporation is:

Recreation Unit
The Boeing Company
Developmental Center
Building 9-105
9725 E. Marginal Way So.
Seattle, Washington 98108

and the name of its registered agent at such address is Arnie Rinta. The mailing address of this corporation is:

P.O. Box 3707
M.S. 4H-96
Seattle, Washington 98124

"ARTICLE 8. INITIAL BOARD OF DIRECTORS

"The number of Directors constituting the initial Board of Directors of the corporation is four and the names and addresses of the persons who are to serve as the initial directors are:

Alan Mulally	911 E. Allison Seattle, Washington 98112
Tom Rowley	4209 N.E. 11th St. Renton, Washington 98055
Kay S. Callahan	416 - 101st Avenue S.E., #208 Bellevue, Washington 98004
Bruce Holland	16216 - 133rd Place S.E. Renton, Washington 98055

Any Director may be removed from office by a majority vote of all of the members entitled to vote at an annual or special meeting of the members.

"ARTICLE 9. INCORPORATOR

"The name and address of the incorporator is Alan Mulally, 911 E. Allison, Seattle, Washington 98112."

3. At the time of adoption of these Articles of Amendment the corporation had no members. The date of the meeting of the Board of Directors at which the amendments were adopted is October 10, 1975, a quorum was present at such meeting, and such amendments were unanimously adopted by the Directors present at such meeting.

Dated: October 10, 1975

B.E.T.C. (BOEING EMPLOYEES'
TENNIS CLUB)

By Alan Mulally
Alan Mulally, President

By Kay S. Callahan
Kay S. Callahan, Secretary

VERIFICATION

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

Alan Mullaly, being first duly sworn, on oath deposes and says that he is President of the above-named corporation, that he has read the foregoing document, knows the contents thereof, and believes the same to be true.

Alan Mullaly
Alan Mullaly

SUBSCRIBED AND SWORN to before me this 19th day of October, 1975.

Carolyn R. Stephenson
Notary Public in and for the State
of Washington, residing at Seattle