

NOV 5 1964
FRANK M. JORDON, Secretary of State
Frank M. Jordon
Deputy

480593 FILED In the Office of the Secretary Of State
of the State Of California Nov 5 1964
Frank M. Jordon, Secretary Of State

ARTICLES OF INCORPORATION

-of-

SOUTHAMPTON SWIM CLUB, INC.

The name of this corporation is:

I.
SOUTHAMPTON SWIM CLUB, INC.

II.

(a) The specific and primary purpose for which this club is organized and operated is to *provide* recreational facilities for its members.

(b) The general purposes for which this corporation is formed are to erect, construct, purchase, own, improve, maintain, repair and operate swimming and wading pools, tennis courts, and recreational, sports and game facilities, buildings and areas of every kind and nature whatsoever, for the benefit of, to promote social intercourse among, and to furnish pleasure, happiness and health to its members .

(c) This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of California, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article II.

(d) This club is organized and operated exclusively for pleasure, recreation, and other non-profit purposes, and no part of any net earnings shall entire to the benefit of any private member, director, officer of the corporation or any private individual, and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

III .

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

IV .

The County in the State of California where the principal office for the transaction of the business of ~~this~~ corporation is to be located is the County of Solano.

V.

(a) The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of this corporation shall be five (5) . The number of directors herein provided for may be changed by a Bylaw duly adopted by the members entitled to vote.

(b) The names and addresses of the persons who are appointed to act as the first directors are:

WAYNE L. PRIM	San Francisco, California
DENIS T. RICE	San Francisco, California
HOWARD N. NEMEROVSKI	San Francisco, California
SAMUEL A. INGEBRITSEN	San Francisco, California
ELIZABETH K. SILVA	San Francisco, California

VI.

The authorized number and qualifications of members of this corporation, the different classes of membership, the property, voting and other rights and privileges of members, and the liability of members to dues or assessments and the method of collection thereof, shall be as set forth in the Bylaws of this corporation .

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, and including all of the persons named herein as the first directors of this corporation, have executed these Articles of Incorporation this 4th day of November, 1964.

STATE OF CALIFORNIA,

City and County of San Francisco.} ss:

On this 4th day of November, 1964, before me, Mary Elizabeth Kerk, a Notary Public in and for the said County and State, duly commissioned and sworn, personally appeared WAYNE L. PRIM, DENIS T. RICE, HOWARD N. NEMEROVSKI, SAMUEL A. INGEBRITSEN and ELIZABETH K. SILVA, known to me to be the persons described in and whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said County and State the day and year first above written.

MARY ELIZABETH KERK
NOTARY PUBLIC in and for the City
and County of San Francisco, State
of California

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FILED

In The Office of the Secretary of State
Of the State of California

JAN 15 1969

FRANK M. JORDON, Secretary of State

By _____
Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

The undersigned, WAYNE L. PRIM, DENIS T. RICE, HOWARD
N.NEMEROVSKI and SAMUEL A. INGBRITSEN, hereby certify:

1. That they constitute at least two-thirds or the incorporators
of SOUTHAMPTON SWIM CLUB, INC., a California corporation.

2. That they hereby adopt the following amendment or the
Articles or Incorporation or said corporation:

The Articles or Incorporation or this corporation are hereby amended to read
in their entirety as follows:

FIRST: The name of the corporation is:

SOUTHAMPTON SWIM CLUB, INC.

SECOND: The specific and primary purpose for which the corporation is formed is:

To acquire, manage, maintain, preserve and operate for the benefit of its members a swim club located in the County of Solano, State of California. Said acquisition, operation and maintenance shall be in accordance with those certain Reciprocal Covenants and Conditions dated January 8, 1969, executed by Citizens Federal Savings & Loan Association, which are or will be filed in the office of the County Recorder of the County of Solano.

THIRD: The general purposes for which the corporation is formed are:

(a) To fix, levy, collect and enforce payment by any lawful means of all assessments pursuant to the terms of the Reciprocal Covenants and Conditions, these Articles of Incorporation and the corporation's By—Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the activities of the corporation, and all taxes and other governmental charges levied or imposed against the property or activities of the corporation;

(b) To acquire by gift, purchase or otherwise, and to own, hold, enjoy, lease, operate and maintain, and to convey, sell, lease, transfer, mortgage or otherwise encumber, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(c) To borrow money, and to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts

incurred;

(d) To have and to exercise any and all powers, rights and privileges which a nonprofit corporation may now or hereafter have or exercise under the laws of the State of California; and

(e) To act in the capacity of principal, agent, joint venturer or partner, or in any other capacity which may be authorized or approved by the Board of Directors of the corporation.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers set forth in each clause shall be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

FOURTH: This corporation is organized pursuant to the General Nonprofit Corporation law of the State of California. Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except upon dissolution or winding up.

FIFTH: The principal office for the transaction of the affairs of the corporation is to be located in the County of Solano, State of California.

SIXTH: The number of directors of the corporation shall be five, which number shall constitute the authorized number of directors until changed by amendment of these Articles or by a By—Law adopted by the members of this corporation. The names and addresses of the persons who are appointed to act as the first directors of this corporation are as follows:

Name	Address
WAYNE L. PRIM	San Francisco, California
DENIS T. RICE	San Francisco, California
HOWARD N. NEMEROVSKI	San Francisco, California
SAMUEL A. INGEBRITSEN	San Francisco, California
ELIZABETH K. SILVA	San Francisco, California

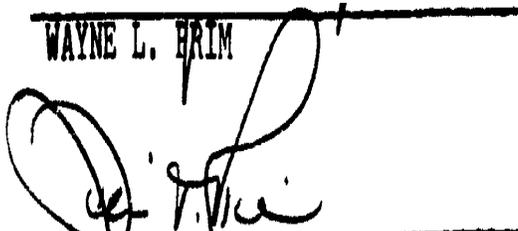
SEVENTH: By-Laws may be adopted, amended or repealed by vote or written consent of Class A members holding seventy—five per cent (75%) or more of the voting power of the corporation, and the Class B member.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now o' hereafter prescribed by law, and all rights conferred upon members hereof are granted subject to this reservation; provided, however, any amendment shall require the approval of the Federal Housing Administration or the Veterans Administration.

NINTH: There shall be two classes of membership denominated Class A and B, respectively. There shall be a maximum of four hundred (400) Class A memberships and one Class B membership. The voting and other rights and privileges of members and the obligations of members shall be as set forth in the By-Laws and the aforesaid Reciprocal Covenants and Conditions.

TENTH: The interest of each member of the corporation shall be subject to such membership fees, charges and assessments, including charges for costs, fees, penalties and interest for the late payment thereof, as shall from time to time be determined by the Board of Directors in accordance with the By-Laws of this corporation and the Reciprocal Covenants and Conditions. Upon the failure of any member to pay any and all charges and assessments when due, and any costs, fees, penalties or interest relating to the same when past due, the same shall be enforceable against such member in accordance with the By-Laws of this corporation and the Reciprocal Covenants and Conditions.

3. That said corporation has admitted no members other than the incorporators

WAYNE L. HRIM

DENIS T. RICE

Incorporator

SAMUEL A. INGBRITS, Incorporator

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct. Executed at San Francisco, California on January **14** 1969.

HOWARD N. NEMEROVSKI
etc.