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ARTICLES OF INCORPORATION

OF

CITY PARK RACQUET CLUB, INC

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STATE OF COLORADO

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following articles of incorporation:

FIRST: Name. The name of the corporation is CITY PARK RACQUET CLUB, INC.

SECOND: Duration. The corporation shall have perpetual existence.

THIRD: (a) Purposes. The corporation is organized and shall be operated exclusively for charitable and educational purposes. The specific purposes and objectives of the corporation shall include but not be limited to the following:

1) To instruct and educate individuals, particularly minorities, of all ages and skill levels who are located in the metropolitan area of Denver, Colorado in the sport of tennis, including but not limited to its rules and fundamental skills;

2) To conduct tennis lessons, clinics, workshops and seminars on rules and tennis skills for members of the general public at the tennis facilities located in City Park, a municipal park owned and operated by the City and County of Denver, Colorado;

3) To expose individuals, especially minorities, to amateur tennis competition, in the metropolitan area of Denver, Colorado and throughout the United States for the purpose of helping individuals to improve and refine their skills as well as increase their cultural awareness of the sport of tennis; and

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to provide opportunities for participation in such amateur tennis competition;

4) To organize amateur tennis tournaments to be held at City Park for the purpose of exposing individuals, especially minorities, to formal tennis competition,

5) To teach good sportsmanship to individuals of all ages; and

6) To foster better community and racial relations through the sport of tennis.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (c) of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c) Restrictions on Powers

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code

applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section 501(h) or the imposition of tax under section 4911 or section 4945 of the Internal Revenue Code. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation (except to the extent that such activities by such an organization which is then an exempt organization described in section 501(c)(3) of the Internal Revenue Code will not result in loss of its exemption under section 4945 of the Internal Revenue Code).

(4) On dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(5) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(ii) The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942(a) of the Internal Revenue Code;

(iii) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(iv) The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(v) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

(6) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

FOURTH: Registered Office and Agent. The address of the initial registered office of the corporation is 1801 E. Girard Ave., #140, Englewood, Colorado 80231. The name of its initial registered agent at such address is Ferdinand Fiofori.

FIFTH: Members. The corporation shall have such classes of members as may from time to time be prescribed by its bylaws. The designation and voting powers of each class and their manner of election or appointment, qualifications, tenure, terms of membership, rights, powers, privileges and immunities shall be as from time to time stated in the bylaws. Voting powers may be denied to any class either generally or in any limited way. The corporation shall have no capital

stock. However, the corporation may issue certificates evidencing membership therein.

SIXTH: Board of Directors. The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classification, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force. Threedirectors shall constitute the initial Board of Directors. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Ferdinand Fiofori	1801 E. Girard, Apt. 140 Englewood, Colorado 80231
Joy Ching	14440 E. 47th Avenue Denver, Colorado 80239
Pamelya Herndon	1732 South Trenton, #5 Denver, Colorado 80231

SEVENTH: Bylaws. The initial bylaws of the corporation shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, or any director or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

EIGHTH: Incorporator. The name and address of the incorporator

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Pamelya Herndon
1732 South Trenton, #5
Denver, Colorado 80231

Dated: April 8, 1983

Pamelya Herndon
Pamelya Herndon, Incorporator