

**Articles of Incorporation of**  
**PEBBLE CREEK SWIM CLUB**

The UNDERSIGNED, being of the age of 18 years or over, pursuant to the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

**ARTICLE I. Name.** The name of the Corporation is: **PEBBLE CREEK SWIM CLUB**

**ARTICLE II. Members.** **PEBBLE CREEK SWIM CLUB** is a membership organization with one class of members. The membership of the **PEBBLE CREEK SWIM CLUB** is open to all residents of the Pebble Creek Home Owners Association and their children/dependents as well as any citizen who has paid the annual membership fee to the Pebble Creek Swimming Facility.

**ARTICLE III. Duration.** The period of duration of **PEBBLE CREEK SWIM CLUB** shall be perpetual.

**ARTICLE IV. Purpose.** **PEBBLE CREEK SWIM CLUB** shall engage in any and all charitable or other activities authorized by section 501(c)(3) of the Internal Revenue Code, including providing opportunities for youths to engage in amateur athletic competitions. No part of the net earnings of **PEBBLE CREEK SWIM CLUB** shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons except that **PEBBLE CREEK SWIM CLUB** shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of **PEBBLE CREEK SWIM CLUB** shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Pebble Creek shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE V. Dissolution.** Upon the dissolution of **PEBBLE CREEK SWIM CLUB**, and after all of its liabilities and obligations have been paid, satisfied and discharged or adequate provisions have been made therefore, all of Pebble Creek's Swim Club's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, religious, scientific, or educational purposes within the meaning of Sections 501 (c) (3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the Registered Office of **PEBBLE CREEK SWIM CLUB** is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

**ARTICLE VI. Principal Office.** **PEBBLE CREEK SWIM CLUB**'s principal office in the State of Virginia is at 6094 Pond Place Way, Mechanicsville, Virginia 23111.

**ARTICLE VII. Directors.** The number of directors constituting the Board of Directors shall be five, and shall be elected according to the terms in the By-Laws.

The initial members of the Board of Directors are:

Mr. Robert L. Trachy, Jr.

Ms. Lucy Perkins

Mechanicsville, Virginia

Mechanicsville, Virginia

Ms. Elaine Wren

Mechanicsville, Virginia

**ARTICLE VIII. Gifts. **PEBBLE CREEK SWIM CLUB**** may receive and accept property or funds, whether real, personal, or mixed, by way of gift, bequest, grant, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with its above stated purposes.

**ARTICLE IX. Amendment.** These Articles of Incorporation may be altered, amended, repealed, or added to by two-thirds vote of the membership of **PEBBLE CREEK SWIM CLUB**.

**ARTICLE X. Incorporator.** The name and address of the incorporator is Robert L. Trachy Jr., 6094 Pond Place Way, Mechanicsville, Virginia 23111.

**ARTICLE XI. Liability.** To the fullest extent permitted by the Virginia Nonstock Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as an Officer or Director of **PEBBLE CREEK SWIM CLUB** shall be personally liable to **PEBBLE CREEK SWIM CLUB** for monetary damages for breach of duty as an Officer or Director.

**ARTICLE XII. Indemnification.** To the fullest extent permitted by the Virginia Nonstock Corporation Act as it exists or may hereafter be amended, **PEBBLE CREEK SWIM CLUB** shall indemnify any Director or Officer of **PEBBLE CREEK SWIM CLUB** made a party to a proceeding (including a proceeding by or in the right of **PEBBLE CREEK SWIM CLUB**) because he or she is or was a Director or Officer of **PEBBLE CREEK SWIM CLUB**.

**ARTICLE XIII. Registered Agent.** The name and address of the registered agent for service of process is Robert L. Trachy Jr., 6094 Pond Place Way, Mechanicsville, Virginia 23111.

**IN WITNESS WHEREOF**, I have executed these Articles of Incorporation and hereunto set my hand, this \_\_\_\_\_ day of November 1999.

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ROBERT L. TRACHY, JR., Incorporator