

ARTICLES OF INCORPORATION
OF
GREATER RICHMOND SENIOR MENS GOLF ASSOCIATION
A Virginia Nonstock Corporation

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

1. **Name**. The name of the Corporation is:

 Greater Richmond Senior Mens Golf Association

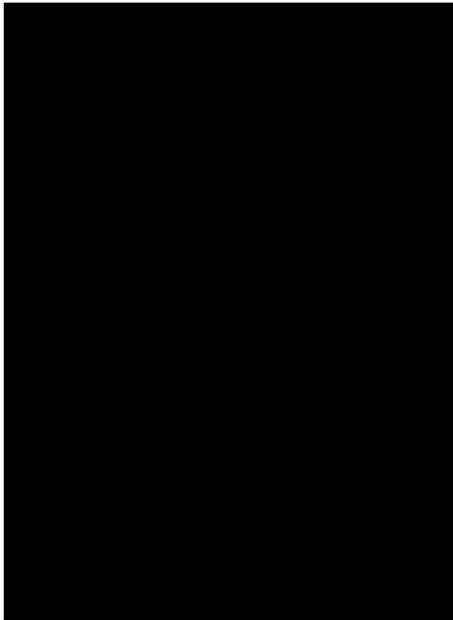
2. **Purpose**. The Corporation is organized exclusively for social purposes under Section 501(c)(7) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the "Code"), including but not limited to promoting fellowship among the senior male golfers in the greater Richmond, Virginia area through the sponsorship of regularly scheduled golf tournaments at various courses in the greater Richmond area. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

3. **Activities and Powers**. (a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code or the corresponding provision of the Code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2.

4. **Members.** The Corporation shall have one class of members with such designation, qualifications and rights as set forth in the Corporation's Bylaws.

5. **Directors.** (a) Unless the Corporation's bylaws provide otherwise, the number of Directors of the Corporation shall be five. The following individuals comprise the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Tony Giordano	
Jack A. Molenkamp	
David Love	
Bill Tatu	
Jim Wester	

(b) Directors shall be elected or appointed annually by the incumbent Directors.

6. **Registered Office and Agent.** The registered office of the Corporation shall be Jack A. Molenkamp, who is a resident of Virginia and an initial director of the corporation. The address of the corporation's initial registered office is [REDACTED], [REDACTED].

7. **Dissolution.** Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed to the First Tee of Greater Richmond, or as the Board of Directors may otherwise determine, but only to one or more entities organized and operated exclusively for non-profit purposes and described in Section 501(c) of the Code.

8. **Indemnification.** (a) To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Articles, the Corporation shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was a Director, or while a Director, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee, or agent of the Corporation who is not a Director to the same extent as if that person were a Director.

(b) The provisions of this Article shall be applicable to all proceedings commenced after the adoption hereof, arising from any act or omission, whether occurring

before or after such adoption. No amendment or repeal of this Article shall have any effect on the rights provided under this Article with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article and shall promptly pay or reimburse all reasonable expenses, including attorneys' fees, incurred by any such director or officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

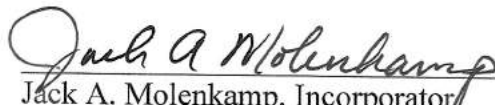
(c) The Board of Directors is hereby empowered, by majority vote of a quorum consisting of disinterested Directors, to cause the Corporation to indemnify or contract to indemnify any person not specified in section (a) of this Article who was, is or may become a party to any proceeding, by reason of being or having been an employee or agent of the Corporation, or serving or having served at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if that person were specified as one to whom indemnification is granted under section (a). The provisions of sections (a) through (b) of this Article shall be applicable to any indemnification provided pursuant to this section (c).

(d) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against

any liability asserted against or incurred by that person in any such capacity or arising from the person's status as such, whether or not the Corporation would have power to indemnify against such liability under the provisions of this Article.

(e) Every reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power conferred by this Article on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the Commonwealth of Virginia.

Dated: July 18, 2024


Jack A. Molenkamp, Incorporator