

**CODE OF REGULATIONS
OF
ON THE RISE TENNIS**

**ARTICLE 1
NAME AND PLACE OF BUSINESS**

Section 1. Name. This Corporation shall be known as On the RISE Tennis (the “Corporation”), and in accordance with its Articles of Incorporation (the “Articles”), the Corporation shall constitute and be conducted as a corporation not for profit under Ohio Revised Code Chapter 1702.

Section 2. Place of Business. The principal office or offices of the Corporation shall be located in Canton, Ohio, or at such other place or places as the Board of Directors may designate.

Section 3. Purpose. Subject to all the terms and conditions set forth in the Articles and this Code of Regulations, the Corporation is organized, and at all times shall be operated, exclusively for charitable, advocacy, and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the “IRC”), the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC, and for the following more particular and included purposes:

(a) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Ohio, or which may hereafter be conferred: provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation as set out in this Section 3.

(b) To further the purposes for which the Corporation is organized it shall also receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions under Section 501(c)(3) of the IRC and the regulations promulgated thereunder (the “Treasury Regulations”) as they now exist or as they may hereafter be amended.

(c) To provide a robust support system for junior tennis players dedicated to achieving excellence both on and off the court, and to inspire and empower the next generation of competitive junior tennis players by providing equitable opportunities, nurturing personal growth, character development, life skills, and promoting a lifelong love for the game.

Section 4. Powers. The Corporation shall have such powers as are now, or may hereafter be, granted by the Nonprofit Corporation Law of the State of Ohio, by its Articles, and by this Code of Regulations.

**ARTICLE 2
MEMBERSHIP**

Section 1. Membership. The members of the Corporation at any time shall be those individuals who are then Directors. As members, the Directors shall have the rights and privileges of members conferred under the provisions of the Ohio Revised Code Chapter 1702, as amended from time to time, except that no person shall have any right or privilege as a member if that person ceases to be or otherwise is not then a Director. There shall be no separate meetings of the members apart from those of the Directors. In particular, and without limitation, members of any other nonprofit corporation associated or otherwise affiliated with the Corporation shall not be members of the Corporation and shall have no

voting or other rights with respect to the Corporation except to the extent such members are also Directors under Article 3.

ARTICLE 3 BOARD OF DIRECTORS

Section 1. Qualifications. The qualifications and selection of the Directors shall be in accordance with this Article.

Section 2. Authority of Directors. The Directors shall exercise all of the authority of the Corporation, conduct all of the affairs of the Corporation, and control all of the property, if any, of the Corporation.

Section 3. Directors. The Directors shall be elected by the Directors of the Corporation at the annual meeting or at regular meetings on recommendation of the Board Nominating Committee and only persons nominated as candidates shall be eligible for election. Except as otherwise provided herein, at all elections of Directors, the candidates receiving the greatest number of votes shall be elected. The Board of Directors shall consist of no fewer than two (2) and no more than seven (7) Directors, although the Directors may, at any meeting, increase or decrease the number of Directors as thus fixed and elect new Directors.

Section 4. Term. Directors shall be elected to hold office for a term of one (1) year, commencing at the first meeting of the Board of Directors subsequent to said Directors' election to the Board. The initial terms of the Board of Directors shall be set by the Board. There are no limits on the number of terms a Director may be elected to serve on the Board.

Section 5. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified in the notice, and the acceptance of such resignation shall not be necessary to make it effective. There shall be no reduction in the number of Directors in the middle of a year due to a resignation of a Director.

Section 6. Removal. A Director may be removed, with or without cause, by the Directors at a meeting called expressly for that purpose, by a vote of a majority of the Directors in office, excluding the vote of the Director subject to removal.

Section 7. Vacancies. Any vacancy occurring because of resignation or removal of a Director may be filled for the balance of the term by the majority vote of the Directors present at a meeting which a quorum is present.

ARTICLE 4 MEETINGS; VOTING BY THE DIRECTORS

Section 1. Regular Meetings. The Board of Directors shall hold regular meetings each year on such dates and at such times as are specified by the Board.

Section 2. Annual Meeting. In addition to the regular meetings, the Board of Directors shall hold an annual meeting of the Directors during the month of and at the time specified by the Board each year. The purpose of the annual meeting will be to elect Directors, receive the annual report of the Directors and other reports, and transact any and all other business that may come before the Board.

Section 3. Special Meetings. Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors, other than regular meetings and annual meetings, shall

be special meetings. Special meetings of the Board of Directors may be called by any of the Directors of the Corporation at such place and time as the person or persons calling such meeting shall specify.

Section 4. Location of Meeting. Meetings of the Directors shall be held at a location determined by the Board of Directors. In addition, meetings of Directors may be held such that Members participate by means of telephone conference, audible electronic transmission, or similar communications equipment, by which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 5. Notice. Notice of the time and place of any regular, annual or special meeting of the Directors shall be given to each Director in writing by personal delivery, mail, electronic mail, or facsimile transmission at least seven (7) and no more than fifteen (15) days prior to the meeting, which notice shall specify the purpose and location of the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. Any member of the Board of Directors may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. At any regular, annual or special meeting of the Board of Directors, at least a majority of the then serving Directors, present in person, shall be necessary to constitute a quorum for a meeting of the Directors.

Section 7. Voting by Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by the Articles, Ohio Revised Code Chapter 1702, or this Code of Regulations. If a quorum is not present, a majority of the Directors present may adjourn and reconvene the meeting with further notice to the Directors. Each member of the Board of Directors shall be entitled to one (1) vote. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8. Action by Unanimous Written Consent. Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors of the Corporation entitled to vote upon such action in a meeting, whether by signature or confirmation via mailing, facsimile, or electronic mail, shall have the same force and effect as a unanimous vote of the Directors. Any such writing shall be filed with, or entered upon, the records of the Corporation.

Section 9. Procedure. The President shall preside at the meetings of the Board of Directors. Robert's Rules of Order shall apply at all meetings of the Directors.

Section 10. Compensation. Directors, as such, shall not receive any compensation for their services; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor if approved by the Board of Directors.

Section 11. Bylaws. For the government of its actions, the Board of Directors may adopt bylaws consistent with the Articles and this Code of Regulations.

Section 12. Duties of Directors. A Director shall perform his/her duties as a trustee in good faith, in a manner he/she reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a Director, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (i) one or more Directors, Officers or employees of the Corporation whom the Director reasonably believes are reliable and competent in the matters prepared or presented; (ii) counsel, public accountants or other persons as to matters that the Director reasonably believes are within that person's professional or expert competency; or (iii) a committee of the Directors upon which he/she does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause reliance on information, opinions, reports, or statements that are prepared or presented by the persons described in the above paragraph, to be unwarranted.

A Director shall not be found to have failed to perform his/her duties, unless it is provided, by clear and convincing evidence, in an action brought against the Director that he/she has not acted in good faith, in a manner he/she reasonably believes to be in or not opposed to the best interests of the Corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances. Such an action includes, but is not limited to, an action that involves or affects any of the following: (i) a change or potential change in control of the Corporation; (ii) a termination or potential termination of his/her service to the Corporation as a trustee; or (iii) his/her service in any other position or relationship with the Corporation.

Subject to § § 1702.30(E)(2) and 1702.30(E)(3) Ohio Revised Code, a Director is liable in damages for any act that he/she takes or fails to take as a Director only if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the Director was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation. In determining what a Director reasonably believes to be in or not opposed to the best interests of the Corporation, a Director shall consider the purpose of the Corporation and may consider any of the following: (i) the interests of the employees and customers of the Corporation; (ii) the economy of this State of Ohio and of the United States; (iii) community and societal considerations; and (iv) the long-term and short-term best interests of the Corporation, including, but not limited to, the possibility that those interests may be best served by the continued independence of the Corporation.

ARTICLE 5 OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Treasurer, and a Secretary, and, if desired, a Chairman of the Board, and such other Officers and Assistant Officers as may be deemed necessary, each of whom may be designated by such other titles as may be provided in this Code of Regulations or a Resolution of the Directors. Unless otherwise required by the Board, the officers need not be Directors. Any two or more offices (except the offices of President and Vice President) may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors with or without cause by majority vote.

Section 4. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by the majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall preside at all meetings of the Directors and shall be the Chief Executive Officer of the Corporation. The President shall have general supervision, management, control and oversight of the business of the Corporation, subject to this Code of Regulations and subject to the orders of the Board of Directors, and shall, in general, perform all the duties usually incident to the office of President or that may be imposed or required by the Board of Directors. The President may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which have been authorized by the Board of Directors to be executed except in cases where the signing and executions thereof would be expressly delegated by the Board of Directors or by this Code of Regulations or by statute to some other officer or agent of the Corporation.

Section 6. Vice President. The Vice President shall perform such duties as may be assigned by the President or the Board of Directors. In the absence of the President, the Vice President shall perform the duties of President.

Section 7. Treasurer. The Treasurer shall, subject to the direction of the President, have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation for any source whatsoever; deposit all such monies in the name of the Corporation in such banks, trust companies or other non-risk depositories as shall be selected in accordance with the provision of this Code of Regulations; and in general perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. At any meeting of the Board of Directors, the Treasurer shall furnish summary statements of the financial condition of the Corporation as of the date requested by the President or the Board of Directors. Upon the expiration of his term of office, the Treasurer shall deliver all money, books, papers and other property of the Corporation that shall be in his possession or under his control to his successor in office. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine.

Section 8. Secretary. The Secretary shall, subject to the direction of the President, keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; assure that minutes of all meetings of other committees are prepared and filed with the records of the Corporation; assure that all notices are given in accordance with the provision of this Code of Regulations or as required by law; be custodian of the Corporation's records and in general perform all duties as from time to time may be assigned to the Secretary by the President of the Board of Directors. The Secretary shall also be charged with the duty of verifying and reporting on the number of Directors for each calendar year. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Board of Directors, and, on expiration of the Secretary's term of office, such Secretary shall deliver all books, papers and other property of the Corporation in his possession or under his control to the President or to the Secretary's successor in office.

Section 9. Compensation. There shall be no compensation paid to the officers unless otherwise authorized by the Board of Directors.

ARTICLE 6 COMMITTEES

Section 1. Committees. The Board of Directors may appoint such committees of the Board of Directors, as the Board may deem necessary to aid in implementing the purposes of the Corporation, subject to the provisions of the Nonprofit Corporation Law of the State of Ohio.

Section 2. Executive Committee. The Directors may appoint an Executive Committee, which shall consist of the officers of the Corporation. The Executive Committee shall serve at the pleasure of the Directors and shall act only in the intervals between meetings of the Directors and shall be subject to the control and direction of the Directors. The Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Corporation in all cases in which specific direction shall not have been given by the Board of Directors. Regular minutes of the proceedings of the Executive Committee shall be kept and all actions of the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. An act or authorization of an act by the Executive Committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Directors. The Executive Committee shall have the power and authority to act on any emergency business that cannot be postponed until the next Board of Directors meeting.

A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum, and in every case an affirmative vote of a majority of the members of the Executive Committee present at a meeting shall be necessary for the taking of any action. The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules, and shall also meet at the call of its Chair or of any other member of the Executive Committee. Anything in the rules of procedure of the Executive Committee to the contrary notwithstanding, all acts at any meeting of said Executive Committee however called or held, shall be valid for all purposes if such meeting is held pursuant to a written waiver of notice and call signed by not less than three-fourths (3/4) of the Executive Committee in office at the time and made a part of the minutes of such meeting.

Any individual elected by the Board of Directors to the Executive Committee may be removed by the Board of Directors with or without cause by majority vote. Any vacancy because of death, resignation, removal, disqualification or otherwise of a member of the Executive Committee may be filled by the majority vote of the Board of Directors for the unexpired portion of the term.

Section 3. Finance Committee. The Board of Directors may appoint a Finance Committee. If appointed, the Finance Committee shall consist of the Treasurer and those individuals appointed by the Board of Directors. It shall be the responsibility of the Finance Committee to review any and all financial matters of the Corporation, including contributions, receipts, and disbursements to and from the Corporation. Furthermore, the Finance Committee shall prepare and submit an annual budget to the Board of Directors for approval. The Finance Committee shall also hear any other matters delegated to it by the Board of Directors. The Finance Committee shall hold such meetings as it deems necessary, and shall make recommendations to the Board of Directors in all such matters that come before the Finance Committee.

Section 4. Board Nominating Committee. The Board of Directors may appoint a Board Nominating Committee. If appointed, the Board Nominating Committee shall consist of the President, and two (2) Directors, as appointed by the Board of Directors. The Committee shall be responsible to select a list of candidates who shall be considered for election as a Director in accordance with Article 3. The Committee shall also be responsible for selecting candidates to serve as replacement Directors in the event of a vacancy of any Director position. The Board Nominating Committee shall meet as it deems necessary, however, the list of candidates for Directors must be supplied to all of the members of the

Board of Directors along with notice of the Annual Meeting, or such meeting at which replacement Director will be selected.

Section 5. Other Committees. The Board may establish other committees at its discretion and appoint such members to the committees as it so determines.

Section 6. Appointment. The members of each Committee described in this Article shall be selected by vote of the Board of Directors. Each Committee member shall serve a one (1) year term.

Section 7. Notice of Meetings. For all meetings held by a Committee of the Corporation, the notice provisions contained in Article 4 shall apply to such meetings, unless otherwise set forth by written resolution of the Board.

ARTICLE 7 AGENTS AND REPRESENTATIVES

Section 1. Agents and Representatives. The Board of Directors may appoint agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with the Articles and this Code of Regulations, and to the extent authorized or permitted by law.

ARTICLE 8 INDEMNITY OF DIRECTORS, OFFICERS AND EMPLOYEES, ETC.

Section 1. General. Any Director, incorporator, Executive Committee member, Officer, Committee member, employee or agent (the "Covered Positions") of the Corporation shall be hereby indemnified by the Corporation against all costs and expenses (including, but not limited to, attorneys' fees, judgments, fines, penalties and amounts paid in settlement) actually and reasonably incurred in connection with any matter in which he or she is involved by reason of being in a Covered Position to the fullest extent permitted by, and subject to the conditions and limitations of, Section 1702.12(E) of the Ohio Revised Code, or any successor statute thereto. The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of disinterested Directors of the Corporation or otherwise.

Section 2. Insurance. This Corporation may purchase and maintain insurance on behalf of any person who is, or was, serving in a Covered Position against any liability asserted against him or her or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have the power to indemnify him or her against such liability under Section 1 above.

ARTICLE 9 CONFLICTS OF INTEREST

Section 1. General Provisions. A conflict of interest may exist with respect to a contract, action or transaction if the contract, action or transaction is between or affects the Corporation and one or more of its Directors or Officers, or is between or affects the Corporation and any other corporation or other organization in which one or more of its Directors or Officers are directors or officers, or in which one or more of the Corporation's Directors or Officers have a financial or personal interest. The Corporation may adopt a policy or policies to address conflicts of interest involving the Corporation.

ARTICLE 10 SALE OR OTHER DISPOSITION OF ASSETS

Section 1. General. The Board of Directors, in its sole discretion, may determine to lease, sell, exchange, transfer or otherwise dispose of any assets of the Corporation, upon such terms and for cash consideration, which may consist, in whole or in part, of money or other property, including shares or other securities or promissory obligations of any corporation for profit, domestic or foreign, as may be authorized by the Board of Directors.

Section 2. Sale of All or Substantially All of the Corporation's Assets. In the event that the Board of Directors determines to lease, sell, exchange, transfer or otherwise dispose of all or substantially all of the assets of the Corporation, such transaction or transactions must be authorized by Directors at a meeting held for such purpose, by the affirmative vote of seventy-five percent (75%) of the Directors in the Corporation. Notice of the meeting of the Directors shall be given to all Directors. Such notice shall be accompanied by a copy or summary of the terms of the proposed transaction.

Section 3. Distribution of Assets and/or Proceeds from Sale Assets. Upon the sale of all or substantially all of the Corporation Assets, or upon dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all of assets of the Corporation or proceeds from the sale of all or substantially all of the assets of the Corporation in accordance with a plan of distribution adopted by the affirmative vote of a majority of the Directors present at a meeting held for the purpose of voting on such plan of distribution. The assets or proceeds from the sale of the assets of the Corporation shall be distributed exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the IRC, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 11 CONTRACTS AND BANKING

Section 1. Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to special instances.

Section 2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. All checks of the Corporation shall require two (2) signatures of officers of the Corporation.

Section 4. Loans. No loan shall be made to this Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

ARTICLE 12 ACCEPTANCE OF GIFTS

Section 1. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, contribution or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may refuse on behalf of the Corporation to accept any gift, grant, bequest, contribution or devise (1) when there is a question as to whether the timeliness of such is compatible with the ideals, objectives and programs of the Corporation; or (2) when the conditions, limitations or purposes of such are deemed unacceptable.

ARTICLE 13 FINANCE, ACCOUNTING YEAR AND AUDIT

Section 1. Accounting Year. The fiscal period for accounting purposes shall be on a calendar year basis.

Section 2. Annual Financial Report. At the end of each quarter of the accounting year, the books of the Corporation shall be closed and a financial statement prepared for such quarter (which may be in the form of a statement of receipts and disbursements). If directed by the Board of Directors, such financial statement may be reviewed or certified by an independent firm, the owners of which are certified public accountants. Such financial statement shall be promptly mailed to each Director or shall be submitted to the Board of Directors at the next regular, annual or special Meeting.

Section 3. Maintenance of Accounts. All funds raised or otherwise received on behalf of the Corporation shall be deposited in a bank or depository in the name of the Corporation upon resolution made by the Board of Directors of the Corporation.

Section 4. Budget. The Board of Directors shall approve a budget prior to the beginning of each fiscal year. All funds raised or otherwise received by the Corporation will be expended in accordance with the approved budget of the Corporation.

ARTICLE 14 MISCELLANEOUS

Section 1. Other Staff. The President may recruit, hire, supervise, or dismiss other full or part-time staff, as may be necessary to conduct the business of the Corporation, provided that each such position be authorized and the level of compensation approved by the Board of Directors.

Section 2. Prohibited Distributions of Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation 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 in Article I, Section 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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. Notwithstanding any other provision of this Code of Regulations, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, including carrying on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records and minutes of the proceedings of the Board of Directors and any committees which have had activities in connection with the Corporation's business. Copies of the minutes of the Board of Directors shall be regularly distributed, or made available, to each member of the Board of Directors. Each Director shall have the right to review the corporate records and books in accordance with their rights contained in Ohio Revised Code Chapter 1702.

Section 4. Seal. The Board of Directors may but is not obligated to provide for a Corporate Seal, which, if provided for, shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of Ohio."

Section 5. Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its Officers, Directors or employees, if any.

Section 6. Additional Organizations. The Board of Directors may authorize the formation of such auxiliary organizations as would in the opinion of the Board assist in the fulfillment of the purposes of the Corporation.

ARTICLE 15 AMENDMENTS

Section 1. The Code of Regulations of the Corporation may be altered, amended, or repealed and a new Code of Regulations adopted by the Board of Directors at any meeting by a vote of seventy-five percent (75%) of the members of Board of Directors.

ADDITIONAL PROVISIONS

TO ARTICLES OF INCORPORATION

Third:

Section 1. Purposes. Subject to all the terms and conditions set forth in the Articles, the Corporation is organized and at all times shall be operated, exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the “IRC”) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC, and for the following more particular and included purposes:

(a) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Ohio, or which may hereafter be conferred: provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation as set out in this Third Article.

(b) To further the purposes for which the Corporation is organized it shall also receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions under Section 501(c)(3) of the IRC and the regulations promulgated thereunder (the “Treasury Regulations”) as they now exist or as they may hereafter be amended.

(c) To provide a robust support system for junior tennis players dedicated to achieving excellence both on and off the court, and to inspire and empower the next generation of competitive junior tennis players by providing equitable opportunities, nurturing personal growth, character development, life skills, and promoting a lifelong love for the game.

Section 2. General Authority. Subject to the terms and conditions hereinafter set forth, in carrying on the activities in furtherance of its charitable and educational purposes, the Corporation shall have all of the powers that may be conferred upon nonprofit corporations formed under the laws of the State of Ohio, and in carrying on its activities, the Corporation shall use and apply property and/or the income therefrom exclusively in furtherance of the Corporation’s purposes as set forth in this Third Article.

Section 3. Limitations. Notwithstanding any other provision of these Articles:

(a) The Corporation may not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal tax under Section 501(a) of the IRC by reason of being an organization described in Section 501(c)(3) of the IRC, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(1) or Section 170(c)(2) of the IRC.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to pay fair market value for property or the right to use property and may make distributions in furtherance of the purposes set forth in Third Article hereof.

(c) No substantial part of the activities of the Corporation may be carrying on propaganda, or otherwise attempting, to influence legislation, except as otherwise provided in Section 501(h) of the IRC.

Fourth:

Section 1. Distribution of Assets. Upon the dissolution of the Corporation, assets shall be distributed to one or more organizations exempt from Federal income tax under Section 501(a) of the IRC by reason of being described in Section 501(c)(3) of the IRC for one or more of the purposes of the Corporation described in Third Article hereof as the Board of Directors shall determine.

Section 2. Distribution by Court. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organizations, as said Court shall determine, that are organized and operated exclusively for any of the foregoing purposes.