

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
DISCOVERY BAY LEASEHOLDERS ASSOCIATION**

Pursuant to the provision of Revised Code of Washington Section 24.03A.665, the following Articles of Amendment to Articles of Incorporation of Discovery Bay Leaseholders Association are submitted for filing. These Articles of Amendment have been duly adopted and approved by at least sixty percent (60%) of the Membership in accordance with the Articles of Incorporation for Discovery Bay Leaseholders Association and by RCW 24.03A.665. The date that these Articles of Amendment were adopted was August 6, 2022. These Articles of Amendment to Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

These Articles of Amendment to Articles of Incorporation of Discovery Bay Leaseholders Association (the “Articles of Incorporation”) are effective upon the date of filing with the Secretary of State, and shall not change the identity of the Original Incorporators of this corporation. The undersigned, acting as incorporator of a corporation under the Washington Nonprofit Corporation Act (Chapter 24.03A RCW), adopts the following Articles of Incorporation for the corporation.

Capitalized terms used herein shall be as defined in the Amended & Restated Declaration for Discovery Bay Resort.

**ARTICLE 1
NAME CHANGE**

The name of this corporation is hereby changed to **Discovery Bay Women’s Club**.

**ARTICLE 2
UBI NUMBER**

601 694 958

**ARTICLE 3
DURATION**

The duration of this corporation is perpetual.

**ARTICLE 4
PURPOSES**

This corporation is organized as a nonprofit corporation under Chapter 24.03A RCW, to provide an entity to own and manage Discovery Bay Resort as a private club that provides its Members with an affordable, private retreat in Washington State for social and recreational use, and to provide amenities and services to adult women who have chosen the “RVing” lifestyle. The Club intends to act in all instances as a social and recreational club in accordance with Internal Revenue Code Section 501(c)(7) and to continue the Club’s tradition of supporting women living the RVing lifestyle. The corporation has the authority to engage in all such activities as are

incidental or conducive to the attainment of the objectives of the corporation and all activities which are permitted to be done by a nonprofit corporation under any laws that may now or hereafter be applicable or available to this corporation to the extent consistent with the Declaration of Discovery Bay Resort. No part of the corporation's net earnings may inure to the benefit of any Member. The corporation is prohibited from discriminating on the basis of race, color, or religion.

ARTICLE 5 **DISSOLUTION**

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed among the Members of the corporation in accordance with the Declaration.

ARTICLE 6 **MEMBERS**

The corporation shall have two classes of Members: RV Members and Social Members. The rights, privileges, and obligations of the Members are set forth in the Declaration, Bylaws, and Rules of the Club.

ARTICLE 7 **REGISTERED OFFICE AND AGENT**

The name of the registered agent of the corporation is Barbara Gilger. The address of the registered office of the corporation is 2261 Old Gardiner Rd., Sequim, WA. 98382.

ARTICLE 8 **DIRECTORS**

The number of Directors of this corporation shall be as set forth in the Bylaws or Declaration and may be increased or decreased from time to time, if allowed by the Bylaws or Declaration, and in the manner specified therein. At the time of the filing of these Articles of Incorporation, the Board of Directors shall consist of five Directors. The names and addresses of the Board of Directors at the time of the filing of these Articles of Incorporation are:

Tenna Matthews, President 2261 Old Gardiner Rd., Sequim, WA. 98382;

Sheryl Haller, Vice President, 2261 Old Gardiner Rd., Sequim, WA. 98382;

Penny Barrett, Secretary 2261 Old Gardiner Rd., Sequim, WA. 98382;

Susan Thrune, Treasurer 200 East Southern Ave, #129 Apache Junction, AZ 85119; and

Mary Wynn, Director 3621 Vista Compana #16, Oceanside, CA 92057.

The Directors shall hold office for such period or periods as provided in the Bylaws.

ARTICLE 9
LIMITATION OF LIABILITY

A Director of the corporation shall not be personally liable to the corporation or its Members for any action taken, or any failure to take any action, as a Director, except as provided in RCW 24.03A.540. Any repeal or modification of this Article shall not adversely affect any right or protection of any individual who was a Director of the corporation at the time of such repeal or modification.

ARTICLE 10
INDEMNIFICATION

The corporation shall indemnify any individual made a party to a proceeding because that individual is or was a Member, Director, or officer of the corporation as provided in the Declaration. Pursuant to RCW 24.03A.630, the procedures for indemnification set forth therein are in lieu of the procedures required by RCW 23.08.550 or any amendment thereto. The corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act, as amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of any individual to which it applied at the time of such repeal or modification.

ARTICLE 11
AMENDMENT

Any amendment to these Articles of Incorporation shall require the approval of Members holding at least sixty-seven percent (67%) of the votes in the corporation.

ARTICLE 12
INCORPORATOR

The name and address of the incorporator is:

Tenna Matthews, 2261 Old Gardiner Rd., Sequim, WA. 98382.

I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

Executed this _____ day of _____, 2022

Tenna Matthews