



WASHINGTON
Secretary of State
Corporations & Charities Division

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FILED

Secretary of State

State of Washington

Date Filed: 11/08/2022

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UBI No: 601 694 958

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ARTICLES OF AMENDMENT
Washington Nonprofit Corporation
RCW 24.03A

All fields REQUIRED unless otherwise specified

(1) UBI No.: 601-694-958

(2) **NAME OF NONPROFIT CORPORATION:** (as currently recorded with the Office of the Secretary of State)

Discovery Bay Leaseholders Association

(3) **BUSINESS TYPE:**

Are you changing your business type? (Check one) ☐ Yes ☒ No If Yes, select the change being made:

☒ WA NONPROFIT PROFESSIONAL SERVICE CORPORATION If selected, see instructions for additional requirements

(4) **BUSINESS NAME CHANGE:** Are you changing your business name? (Check one) ☒ Yes ☐ No

New Name: Discovery Bay Women's Club

Does the business have a name reserved? (Check one) ☐ Yes ☒ No If Yes, provide the Name Reservation Number

Reservation Number: _____

(5) **CHARITABLE NONPROFIT CORPORATION:**

Is the Nonprofit Corporation a Charitable Nonprofit as defined by RCW 24.03A.010(5)? (Check one) ☐ YES ☒ NO

(6) **MEMBERS:** RCW 24.03A.010(45)

Does the Nonprofit Corporation have members? (Check one) ☒ YES ☐ NO

(7) **MEMBER NAME(S):** (optional) attach additional pages if necessary. If names are provided section (6) will be considered as "yes"

Name: _____ Name: _____

Name: _____ Name: _____

(8) **PURPOSE OF NONPROFIT CORPORATION:** *Required only if changed* attach additional pages if necessary

Leaseholders association

(9) **Has your registered agent changed?** (Check one) ☐ YES ☒ NO If Yes, complete page 2

NEW REGISTERED AGENT:**COMMERCIAL REGISTERED AGENT: RCW 23.95.420**

A Commercial Registered Agent is a business or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a business. The Commercial Registered Agent's address has been registered with our office.

Is the Registered Agent a Commercial Registered Agent? (Check one) ☐ Yes ☐ No

If Yes, provide the name of the Commercial Registered Agent: _____

The Commercial Registered Agent must sign the consent to serve below.

If No, continue below

NON-COMMERCIAL REGISTERED AGENT

A Non-Commercial Registered Agent is an individual, business, or an office or position that is not registered as a Commercial Registered Agent.

- If an **individual** is serving as the Registered Agent, only provide the individual's first and last name below.
- If a **business** is serving as the Registered Agent, only provide the name of the business below.
- If an **office** or **position** within the business is serving as the Registered Agent, only provide the position title such as President, Secretary, Treasurer, or Member below.

Registered Agent: _____

Phone: _____	Email: _____
Registered Agent Street Address (required) (Must be a physical address; No PO Box or PMB)	Registered Agent Mailing Address (optional) ☐ Check if mailing address is the same as street address
Country: <u>United States</u> State: <u>Washington</u>	Country: <u>United States</u> State: <u>Washington</u>
Address : _____	Address : _____
Zip: _____ City: _____	Zip: _____ City: _____

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named business. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the business; to forward mail to the business; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Signature of Registered Agent	Printed Name/Title	Date
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(10) PUBLIC BENEFIT DESIGNATION: RCW 24.03A.245/250 *Required only if changed*

1. Is the Nonprofit Corporation currently designated as a Public Benefit Corporation with the Office of the Secretary of State? (Check one) ☐ YES ☒ NO

2. If "yes", does the Nonprofit Corporation still meet the requirements to maintain its Public Benefit designation? (Check one) ☐ YES ☐ NO *If "no" is selected the Nonprofit will not maintain the designation of a Public Benefit Corporation*

2a. If "yes", does the Nonprofit Corporation still elect to have the Public Benefit Designation?

(Check one) ☐ YES ☐ NO

(11) HOST HOME REGISTRATION: RCW 74.15.315 *Required only if changed*

Is the Nonprofit Corporation currently registered as a Host Home with the Office of the Secretary of State?

(Check one) ☐ YES ☒ NO

If "yes", does the Nonprofit Corporation elect to maintain its Host Home registration per RCW 74.15.020(2)(o)?

(Check one) ☐ YES ☐ NO *If "no" is selected the Nonprofit will not maintain the designation of a Host Home*

(12) INITIAL BOARD OF DIRECTORS: (optional) attach additional pages if necessary.

Does the Nonprofit Corporation elect to remove any of the Initial Board of Directors? (Check one) ☐ YES ☒ NO

If Yes, list the names of the Initial Board of Directors the Nonprofit Corporation is electing to remove. At least one initial director is required.

Name: _____ Name: _____

(13) INCORPORATOR INFORMATION: (optional) attach additional pages if necessary.

Does the Nonprofit Corporation elect to remove any of the recorded Incorporators? (Check one) ☐ YES ☐ NO

If Yes, list the names of the Incorporators the Nonprofit Corporation is electing to remove.

Name: _____ Name: _____

(14) DURATION: *Required only if changed* Check ONE of the following

☒ This Company shall have a perpetual duration (default) ☐ This Company shall have a duration of _____ years.

☐ This Company shall expire on _____

(15) ADOPTION OF ARTICLES OF AMENDMENT: Articles of Amendment were adopted by: (Check one)

☐ The Articles of Amendment were duly adopted by the board of directors; member approval was not required.

☒ The Articles of Amendment were duly adopted and approved by the members in the manner required by the Nonprofit Corporation's articles and bylaws, and by RCW 24.03A.665.

(16) DATE OF ADOPTION:

The date that the Articles of Amendment were adopted was: 10/27/2022

(17) DISTRIBUTION OF ASSETS: *Required only if changed*

(18) GOVERNOR(S): *Required only if changed*

List at least one. Attach additional pages if necessary. NOTE: A business cannot serve as its own Governor.

Name: _____ Name: _____
Name: _____ Name: _____
Name: _____ Name: _____

(19) EFFECTIVE DATE OF THIS FILING: Check ONE of the following

☒ Date of filing ☐ Specify a Date _____ (cannot be more than 90 days following received date)

(20) RETURN ADDRESS FOR THIS FILING: *(optional)*

If provided, the confirmation regarding this specific filing will be sent to the address below, in addition to the Registered Agent's address.

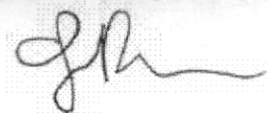
Attention to: Jessica Richards Email: jrichards@barkermartin.com
Address: 701 Pike Street Ste. 1150
City: Seattle State: WA Zip: 98101

(21) POSTAL MAIL OPT-IN: By checking the box the business and Registered Agent will not receive email notifications

☐ The business wants to receive **all** notifications to the Registered Agent by postal mail

(22) AUTHORIZED PERSON:

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



Signature of Authorized Person Jessica Richards, Paralegal 10/28/2022
Printed Name/Title Date

**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.

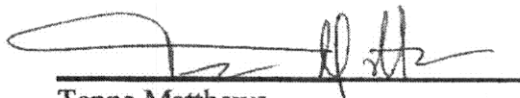
ARTICLE 12
INCORPORATOR

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 27TH day of OCTOBER, 2022



Tenna Matthews