

**ARTICLES OF INCORPORATION
OF
PICKLEBALL LINCOLN, INC.**

The undersigned, acting as the sole incorporator of a corporation organized under the Nebraska Nonprofit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is **Pickleball Lincoln, Inc.** For purposes of this instrument, the entity shall be sometimes referred to as the "Corporation" unless the context otherwise requires.

**ARTICLE II
DURATION**

The period of the Corporation's existence is perpetual.

**ARTICLE III
PURPOSES**

The Corporation is organized, and at all times shall be operated exclusively for charitable, educational, literary and scientific purposes in accordance with Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), including for such purposes of making distributions and/or contributions to qualified individuals and organizations as determined by the Corporation's Board of Directors from time to time in accordance with the Code, the Corporation's Bylaws, and its other governing documents. In carrying out its purpose, the Corporation shall be entitled to undertake the following activities:

- A. To (i) promote, develop, improve and expand educational and physical fitness opportunities for individuals associated with the sport of Pickleball and (ii) foster national amateur sports competition. The Corporation's objectives shall be exclusively charitable, educational, literary and scientific in order to seek, cultivate and obtain revenues to be used in the promotion of the educational opportunities for and physical fitness of participants, young and old, in the sport of Pickleball. The Corporation shall be empowered to solicit, obtain, accept and receive gifts, donations, legacies and contributions for the Corporation and its operations; to execute any and all contracts for the essential needs of the Corporation; and to generally carry out its objects and purposes as the same may relate to the public interest in general and the educational interests and physical fitness of athletic participants in particular, as secured by law.

- B. To receive and maintain a fund or funds and, subject to the restrictions and limitations as specified herein, to use and apply the whole or any part of the income and/or principal (as the case may be) exclusively for the charitable, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code and its corresponding regulations;
- C. To transact any and all other lawful business for which nonprofit corporations may be incorporated under the laws of the State of Nebraska, to the extent that such business furthers the exempt purpose of the Corporation as set forth above and which may otherwise be conducted by organizations that qualify as exempt organizations under section 501(c)(3) of the Code, as amended, or the corresponding provision of any future federal revenue law; and
- D. To do everything necessary, proper, advisable and convenient for the accomplishment of the exempt purpose of the Corporation set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Code, the laws of the State of Nebraska, or these Articles of Incorporation.

**ARTICLE IV
POWERS**

The Corporation shall have and exercise those powers and rights conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts, or which are not otherwise denied nonprofit corporations by the laws of the State of Nebraska. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation that qualifies as an exempt organization under sections 501(c)(3), 509(a) and 170(b)(1)(A) of the Code.

**ARTICLE V
BYLAWS TO REGULATE INTERNAL AFFAIRS**

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

**ARTICLE VI
DISTRIBUTION OF ASSETS ON
DISSOLUTION OR FINAL LIQUIDATION**

The Corporation is dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for

services rendered and make payments and distributions which further the purposes set forth in Article III or which otherwise further the Corporation's exempt purpose. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under Section 501(c)(3) of the Code, or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

**ARTICLE VII
NO POWER TO INFLUENCE LEGISLATION**

The Corporation shall not carry on propaganda, nor participate in any political campaign for or against any candidate for public office, nor devote any substantial part of its activities to influencing legislation to such extent as would result in loss of its exemption from federal income tax under sections 501(c)(3) or 170(c)(2) of the Code.

**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 530 South 13th Street, Suite 100, Lincoln, Nebraska, 68508, and the name of its registered agent at such address is Paul J. Peter.

**ARTICLE IX
MEMBERS**

The Corporation shall have no members.

**ARTICLE X
AMENDMENTS**

These Articles may be altered, amended or repealed only upon a two-thirds ($\frac{2}{3}$) vote of the Board of Directors at a duly constituted meeting thereof, provided that any such action does not in any way cause the Corporation to fail to continue to qualify as an organization described in Section 501(c)(3) of the Code, unless such action is to terminate and dissolve the Corporation.

**ARTICLE XI
TYPE OF CORPORATION**

The Corporation shall be a public benefit corporation and is classified as a public charity organization under sections 509(a)(2) and/or 170(b)(1)(A) of the Code.

**ARTICLE XII
LIMITATION OF LIABILITY AND INDEMNIFICATION**

The officers and directors of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or other liabilities. A director of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, if any; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the director derived any improper personal benefit. If the Nebraska Nonprofit Corporation Act or any such legislation is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such law as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The Corporation shall indemnify the officers and directors in accordance with Sections 21-1997 and 1998 of the Nebraska Nonprofit Corporation Act, as amended, to the extent such provisions apply.

**ARTICLE XIII
INCORPORATOR**

The name and address of the sole incorporator is:

Paul J. Peter
530 South 13th Street, Suite 100
Lincoln, NE 68508

Dated this 23rd day of May, 2017.



Paul J. Peter, Incorporator