

MINUTES OF THE ORGANIZATION MEETING
OF THE INCORPORATORS
OF AMERICAN PLATFORM TENNIS ASSOCIATION, INC.

The organization meeting of the incorporators of American Platform Tennis Association, Inc. was held on Tuesday, August 7, 1973 at 5:30 p.m. at 3 Birchall Drive, Scarsdale, New York.

The following incorporators were present in person:

Robert A. Brown
Paul G. Sullivan

The remaining incorporators were present by proxy, James M. Carlisle, pursuant to Section 405 of the Not-for-Profit Corporation Law.

Mr. Sullivan acted as Chairman and called the meeting to order. Mr. Brown acted as Secretary.

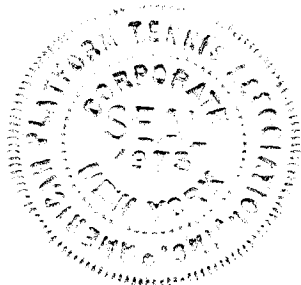
Mr. Carlisle presented a Waiver of Notice, Consent and Proxy signed by all of the members of the committee, designated by the voting members of the predecessor association, to incorporate the association, which was ordered to be annexed to the minutes of the meeting.

Mr. Carlisle reported that the certificate of incorporation of American Platform Tennis Association, Inc. had been filed by the State Department of New York on August 3, 1973, and he presented a certified copy thereof, which was ordered to be annexed to the minutes of the meeting.

On motion duly made, seconded and unanimously carried, the proposed By-Laws of the corporation, which had previously been circulated to the incorporators, were adopted and a copy thereof, bearing the signature of Mr. Brown and the seal of the corporation, was ordered to be annexed to the minutes of the meeting.

On motion duly made, seconded and unanimously carried, the following were elected as directors of the corporation:

Peter A. Thistle
Robert A. Brown
Alan W. Peters
Richard C. Farr
G. Estabrook Kindred
Paul C. Molloy
Donald Macrae
Mrs. Charles C. Stanton



Mr. Brown presented a corporate seal which, on motion duly made, seconded and unanimously carried, was approved and adopted.

There being no further business to come before the meeting, it was, on motion duly made, seconded and unanimously carried, adjourned.

Robert A. Brown

Secretary

AMERICAN PLATFORM TENNIS ASSOCIATION, INC.
Waiver of notice, consent and proxy

The undersigned members of a committee duly authorized to incorporate American Platform Tennis Association and to form American Platform Tennis Association, Inc. hereby waive notice and consent to the holding of the organization meeting of said incorporators, to be held on August 7, 1973 at 5:30 p.m. at 3 Birchall Drive, Scarsdale, New York, and do hereby appoint James M. Carlisle, with full power of substitution, as proxy agent to represent the undersigned at said organization for the purpose of adopting by-laws, electing directors and the transaction of such other business as may come before said meeting.

Robert A. Brown

Robert A. Brown

Paul G. Sullivan

Paul G. Sullivan

Peter A. Thistle

Peter A. Thistle

Edmund R. Swanberg

Edmund R. Swanberg

Howard G. Kafer

Howard G. Kafer

STATE OF NEW YORK DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS
ALBANY

ORIG. TO ADTA
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FILING RECEIPT - MISC.

TYPE OF CERTIFICATE	
INCORPORATION	NOT-FOR-PROFIT TYPE
CORPORATION NAME	DATE FILED
AMERICAN PLATFORM TENNIS ASSOCIATION, INC.	August 3,
	FILM NO.
P 60 West	A 90361-6
LOCATION OF PRIN. OFFICE	

FILER AND ADDRESS James M. Carlisle
3 Birchall Drive
Scarsdale, N.Y. 10583.

6 DOLLAR FEE TO COUNTY
FEES AND/OR TAX PAID AS FOLLOWS:
 CHK. M.O. CASH \$ 55.00

\$ 50.00 FILING
\$ TAX
\$ 5.00 CERTIFIED COPY photocopy
\$ CERTIFICATE TOTAL \$ 55.00
REFUND OF \$ TO FOLLOW

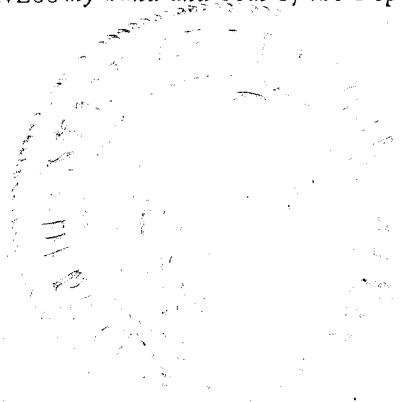
JOHN P. LOMENZO
SECRETARY OF STATE

23967

State of New York }
Department of State } ss.:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

WITNESS my hand and seal of the Department of State on AUG 3 1973



John P. Lomenzo
Secretary of State

A 30361

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CERTIFICATE OF INCORPORATION

- of -

AMERICAN PLATFORM TENNIS ASSOCIATION, INC.

(Pursuant to the New York Not-for-Profit Corporation Law)

HA 8/3 A

STATE OF NEW YORK
DEPARTMENT OF STATE

TAX \$ 10.00

FILING FEE \$ 5.00

FILED AUG - 3 1973

John B. Wray

Secretary of State

By *[Signature]*

P. B. Walsh

Type A

JAMES M. CARBISLE
3 BIRCHALL DRIVE
SCARSDALE, N.Y. 10583
Tel. 914-723-1725

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CERTIFICATE OF INCORPORATION

of

AMERICAN PLATFORM TENNIS ASSOCIATION, INC.

Under Section 402 of the Not-for-Profit Corporation Law

WE, THE UNDERSIGNED, CONSTITUTING A MAJORITY OF the members of a committee duly authorized by the American Platform Tennis Association, an unincorporated association not organized for pecuniary profit, to incorporate the association pursuant to the Not-for-Profit Corporation Law of the State of New York, hereby certify as follows:

1. The name of the proposed corporation is AMERICAN PLATFORM TENNIS ASSOCIATION, INC.
2. The corporation is formed under, and exclusively for a purpose or purposes for which a corporation may be formed under, the Not-for-Profit Corporation Law of the State of New York, and not for pecuniary profit or financial gain. No part of the assets, income or profit of the corporation is distributable to, or enures to the benefit of, any of its members, directors or officers, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation) and no member, director or officer or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation.
3. The purposes for which the corporation is formed are as follows:
 - (a) To encourage and promote the game of Platform Tennis in the United States, and to encourage and promote good sportsmanship and high ethical standards of conduct in the play of the game of Platform Tennis.

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- b) To supervise and coordinate the growth of the game of Platform Tennis.
- c) To assure uniformity in rules, courts and equipment in connection with the playing of the game of Platform Tennis.
- d) To furnish general information and literature on the game of Platform Tennis.
- e) To encourage, manage, supervise and formulate rules for National Platform Tennis Championship Tournaments.
- f) To provide guidance and coordination to the extent required to assure consistency in the play of Platform Tennis.
- g) To enforce the by-laws and rules of the corporation on all members which or who are subject to its jurisdiction, and, to the extent feasible, over any sectional platform tennis associations formed or to be formed.

- 4. The corporation is a Type A corporation under section 201 of the Not-for-Profit Corporation Law.
- 5. The principal office of the corporation is to be located in the Village of Scarsdale, County of Westchester, State of New York.
- 6. The activities of the corporation are to be conducted principally in the United States, but the corporation may perform acts pursuant to its purposes within or without the United States or in any part of the world.
- 7. The post office address to which the secretary of state shall mail a copy of any notice required by law is:

American Platform Tennis Association, Inc.
c/o Fox Meadow Tennis Club
Wayside Lane
Scarsdale, N.Y. 10583

- 8. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf

of any candidate for public office. The corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on by a corporation exempt from Federal income tax as described in Section 501 (c) 4 of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law).

9. If the corporation becomes unable to carry out the purposes for which it is organized, whether by voluntary or involuntary dissolution or otherwise, all its assets and property, and all income therefrom and additions thereto, shall be conveyed, transferred, assigned and set over as its voting members may determine, subject to any order of the Supreme Court of the State of New York, either (a) to a corporation organized and operated for the purpose of promoting the game of Platform Tennis, or (b) to a corporation to be created exclusively for such purpose, or (c) to an unincorporated association or group of individuals in trust for the purpose of promoting and developing the game of Platform Tennis, or (d) to such other corporation or organization, or a combination thereof, as may be determined by the Supreme Court of the State of New York to be operated for purposes approximating as closely as possible those of this corporation as set forth above; provided, however, that no such conveyance, transfer or assignment shall be made in contravention of the laws of the State of New York; and provided further that no part of such assets or property shall be transferred to an entity not exempt from Federal Income Tax under Section 501 (c) 3 or 501 (c) 4 (or the corresponding provisions of any future United States Revenue Law); and provided further that no assets or property of the corporation shall be distributed either directly or indirectly to any member, officer or director thereof, or any private individual, or for any purpose

or substantially dissimilar from those enumerated in paragraph 3. hereinabove.

10. All the subscribers of this Certificate of Incorporation are at least nineteen years of age.

IN WITNESS WHEREOF we have made, subscribed and acknowledged this Certificate this 30th day of July, 1973.

Name

Address

Robert A. Brown

235 Madison Road
Scarsdale, N.Y. 10583

Robert A. Brown

Paul G. Sullivan

10 Beechwood Lane
Scarsdale, N.Y. 10583

Paul G. Sullivan

Peter A. Thistle

240 Hudson Avenue
Tenafly, N.J. 07670

Peter A. Thistle

STATE OF NEW YORK }

ss.

COUNTY OF NEW YORK }

On this 30th day of July, 1973, before me came Robert A. Brown, Paul G. Sullivan and Peter A. Thistle, to me known and known to me to be the individuals described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

Mary C. Casey

MARY C. CASEY
NOTARY PUBLIC, State of New York
No. 30-5642220, Nassau County
Cert. filed in New York County
Term Expires March 30, 1974

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STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

Affidavit of Incorporators

We, the subscribers of the certificate of incorporation of AMERICAN PLATFORM TENNIS ASSOCIATION, INC., to which this affidavit is annexed, being duly sworn, depose and say that we constitute a majority of the members of a committee duly authorized by American Platform Tennis Association, an unincorporated association, to incorporate such association under the Not-for-Profit Corporation Law of the State of New York.

Robert A. Brown

[Signature]
[Signature]
[Signature]

Sworn to before me, this 30th day
of July, 1973.

Mary C. Casey

MARY C. CASEY
NOTARY PUBLIC, State of New York
No. 30-5642220, Nassau County
Cert. filed in New York County
Term Expires March 30, 1974