

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

BE IT KNOWN THAT

SOUTHWESTERN TENNIS ASSOCIATION, INC.

HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES, IS, BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA, HEREBY GRANTED THIS

CERTIFICATE OF INCORPORATION

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION, UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY-FIVE YEARS FROM THE DATE HEREOF, UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

In Witness Whereof, I, **GEORGE F. SENNER, JR.**

THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS
DAY OF **October** A. D. **7th**
1939

CHAIRMAN.

ATTEST:

SECRETARY.

NO. **34046**

BY

ASSISTANT SECRETARY.

INC. 342

ARTICLES OF INCORPORATION
OF
SOUTHWESTERN TENNIS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned have this day associated ourselves together for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of Arizona, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be
SOUTHWESTERN TENNIS ASSOCIATION, INC.
and its principal place of business shall be Phoenix, Maricopa County, Arizona, but the corporation may have branch offices and places of business within or without the State of Arizona as the Board of Directors may designate.

ARTICLE II

The names, residences and post office addresses of the incorporators are as follows:

Thomas J. Glover	4642 North 35th Street Phoenix, Arizona
W. T. Willey	6637 East Exeter Boulevard Scottsdale, Arizona

ARTICLE III

The objectives, purposes and the general nature of the business and activities are and shall be as follows:

To develop tennis as a means of healthful recreation and physical fitness, and to maintain the high standards of amateurism fairplay and sportsmanship.

To do all and everything necessary, suitable and proper for the accomplishment of the purposes herein mentioned not inconsistent with the laws of the United States and the laws of the State of Arizona.

ARTICLE IV

The day of the commencement of this corporation shall be the day on which the Certificate of Incorporation is issued to it by the Arizona Corporation Commission, and the period of its existence and the duration of the life of the corporation shall be twenty-five (25) years from said date of issue; provided however, that its corporate existence may be renewed from time to time in the manner provided by law.

ARTICLE V

This corporation shall be a non-profit corporation and shall have no stock and no dividends or pecuniary profits shall be declared or paid to the members of this corporation or to any other private individual, and all of its earnings shall be used to further the purposes of this corporation as hereinabove set forth.

ARTICLE VI

The members, officers, and directors of this corporation shall not be individually liable for the corporation debts or other liabilities, and private property of such individuals shall be exempt from corporation debts and liabilities.

ARTICLE VII

The membership of this corporation shall consist of clubs, schools, colleges and associations, of a permanent nature not conducted for commercial gain and having tennis playing facilities. and shall be eligible for active membership in three classes, such classes being Active, Allied and Honorary. Dues for the membership shall be as designated by the Board of Directors and they shall be given such rights and privileges as authorized by the By-Laws.

ARTICLE VIII

The affairs of this corporation shall be conducted by a Board of not less than three (3), nor more than twenty-five (25)

Directors to be elected by the membership at the annual meeting of the corporation to be held not later than December 1 of each and every year. Until the first annual meeting and until their successors are elected, the following persons shall constitute the Board of Directors, to serve in the capacities indicated opposite their respective names:

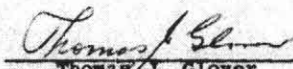
Thomas J. Glover	President and Director
Jess Thornbery	Vice President and Director
George Drulliner	Vice President and Director
Dave Snyder	Vice President and Director
Dr. David G. Clark	Vice President and Director
Walter Driver	Secretary-Treasurer and Director
Edgar Chew	Director


ARTICLE IX

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may at any time shall subject itself shall be such amount as authorized by a two-thirds (2/3) vote of the Board of Directors and approved by the Arizona Corporation Commission.

ARTICLE X

This corporation does hereby appoint *all pg. I* THOMAS J. GLOVER, its lawful agent in and for the State of Arizona to accept and acknowledge service of process. Such appointment may be revoked at any time by the filing of a new appointment by the Board of Directors.



THOMAS J. GLOVER


W. T. WILLEY

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this the 7th day of October, 1959, before me, the undersigned Notary Public, personally appeared THOMAS J. GLOVER and W. T. WILLEY, known to me, or satisfactorily proven to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.

Alice Bryson
Notary Public

My commission expires:
April 13, 1960.

LAW OFFICES OF
W. T. WILLEY
217 S. W. BROADWAY
PHOENIX, ARIZONA

54046
ARIZONA CORPORATION COMMISSION
PHOENIX, ARIZONA

FILED

OCT 17 1959

non-profit

(U.S.)

4:00 P.M.
W. T. Willey
217 S. W. Broadway
Phoenix, Arizona
W. T. Willey
217 S. W. Broadway
Phoenix, Arizona

Rec 5104917

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STATE OF ARIZONA
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SOUTHWESTERN TENNIS ASSOCIATION, INC.

Dec 13 3 08 PM '93
00540400

Pursuant to A.R.S. §10-1035, the following Articles of Amendment have been adopted:

FIRST: The name of the corporation is "SOUTHWESTERN TENNIS ASSOCIATION, INC."

SECOND: The amendment to the Articles of Incorporation adopted is as follows:

A. Article I of the Articles of Incorporation shall be amended to change the corporate name to:

"USTA SOUTHWEST SECTION, INC."

THIRD: The date of adoption of this amendment was October 7, 1993.

FOURTH: The amendment was duly adopted by act of the members of the corporation.

DATED this 13th day of December, 1993.

SOUTHWESTERN TENNIS ASSOCIATION, INC.

By: Marian Palmer
Marian Palmer, President

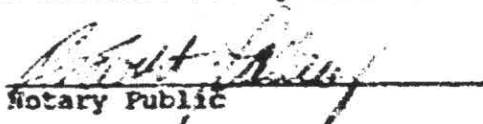
ATTEST:

By: Betty Morton
Betty Morton, Secretary

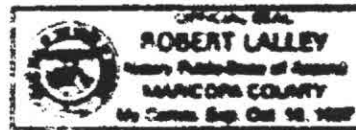
STATE OF ARIZONA)
County of MARICOPA) SS:

The foregoing instrument was acknowledged before me this 4th day of DECEMBER, 1993, by Marian Palmer, known to me to be the President of **SOUTHWESTERN TENNIS ASSOCIATION, INC.**, an Arizona corporation, on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

My Commission Expires:
OCTOBER 18, 1997



STATE OF ARIZONA)
County of MARICOPA) SS:

The foregoing instrument was acknowledged before me this 4th day of DECEMBER, 1993, by Betty Norton, known to me to be the Secretary of **SOUTHWESTERN TENNIS ASSOCIATION, INC.**, an Arizona corporation, on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

My Commission Expires:
OCTOBER 18, 1997

