

## **ARTICLES OF INCORPORATION FOR ORLEANS COUNTRY CLUB, INC.**

The original Incorporation / Registration date of Orleans Country Club was August 11, 1928. The Articles of Association, Bylaws and Policies have been revised, rewritten, presented and accepted at a properly warned meeting of the Corporation Certificate Holders on Tuesday, April 27, 2021. The approved documents at this meeting supersede any previous Articles of Association and Bylaws.

### **Article 1. Name**

We the officers and Corporation Certificate Holders, hereby associate ourselves together as a corporation under the laws of the State of Vermont to be known by the name of Orleans Country Club, Inc. (OCC).

### **Article 2. Purpose**

1. To operate a semi-private non-profit country club, a 501 (c)(7). (OCC is considered a social club and exempt from federal income tax under IRC 501 (a) as organizations described in IRC 501 (c)(7) if they are “organized for pleasure, recreation, and other non-profitable purposes.”)
2. To promote, educate and maintain the best interests of the game of golf.
3. To promote good fellowship and sportsmanship among the members of OCC, and to encourage the active participation of its members, and guests, in playing and enjoying golf.
4. To adopt, enforce and interpret the USGA Rules of Golf in all club events.
5. To maintain a uniform system of handicapping, as set forth by the USGA Golf Handicap Information Network (GHIN).
6. To provide an authoritative body to govern and conduct club activities.

### **Article 3. Operations/Management**

1. To acquire, by purchase or otherwise, lease, occupy, use, sell, improve and develop lands, buildings, real estate and personal property for Orleans Country Club, Inc.
2. To hold and use, sell or dispose of any notes, securities or other obligations incident to the purposes of a country club and to exercise all the rights, powers and privileges of ownership.
3. To mortgage any property which may be acquired by it; to make and perform contracts; all to the extent necessary for and incidental to the purpose of the operation of the Orleans Country Club, Inc.
4. Orleans Country Club, Inc. is not organized and shall not be operated for profit; on the other hand, it is organized and is to be operated exclusively for pleasure, recreation and other non-profitable purposes. The directors shall have no power to declare dividends or make any other distribution of income to anyone. (This article shall be printed, stamped on or attached to every Corporation Certificate of Membership.)
5. The Corporation Certificate Holders of Orleans Country Club, Inc. shall constitute the Corporation, which shall be subject to the control of the Corporation Certificate Holders and a Board of Directors elected by them. Corporation Certificate Holders have purchased a certificate and have a permanent interest in the club, its affairs, historically and long term.
6. Each member of this Corporation shall have only one vote in the affairs of this Corporation, regardless of each member’s contribution to the assets of the Corporation; and the rights of all members shall be equal in every respect.
7. Dissolution – If Orleans Country Club, Inc. shall cease to operate, it will dispose of its assets in a manner that does not benefit any individual and is in accordance with any laws, regulations or statutes of the State of Vermont for the dissolution of a non-profit organization. The Corporation Certificate Holders must also approve the dissolution at a meeting of the Corporation of Orleans Country Club, Inc.
8. The principal office of Orleans Country Club, Inc. shall be located in the Town of Barton, in the County of Orleans, and State of Vermont.
9. The Articles of Incorporation and Bylaws may be amended, following the guidelines as identified in the Bylaws of Orleans Country Club, Inc.