

**Articles of Amendment  
of  
RICHMOND DIVE CLUB, INC.**

**ONE**

The name of the corporation is RICHMOND DIVE CLUB, INC.

**TWO**

The Second Article of Incorporation is amended to read in its entirety as follows:

**SECOND:** The purposes for which the corporation is organized are:

- a. To encourage active participation in recreational SCUBA diving, skin-diving and related activities.
- b. To promote proficiency and safe practices while engaging in skin and SCUBA diving.
- c. To inform the membership on matters relating to skin and SCUBA diving training, safety, equipment, accommodations, travel, facilities, services and accessibility.
- d. To utilize the collective influence of the membership in the improvement of recreational skin and SCUBA diving safety, and in securing favorable treatment for members from suppliers of equipment, travel, accommodations and services.
- e. To support the work of regional, national and international organizations whose goals parallel those of The Club or whose work is of benefit to recreational skin and SCUBA diving.
- f. To plan and schedule dive trips, and to provide other opportunities for members to interact socially with an emphasis on good fellowship and good diving.
- g. To participate with other clubs or organizations in group efforts to promote greater understanding of underwater life, water safety, diver health and training, and public-service projects such as underwater cleanups for the benefit of the diving community at large.

The Corporation shall conduct its activities at all times to conform to the requirements for tax exemption under Section 501(c) (7) of the U.S. Internal Revenue Code. Furthermore, the Corporation shall not conduct or participate in any political activities related to the election of any person to public office, nor shall it participate in any attempt to influence legislation.

The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any individual member.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (7) of the U.S. Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c) (7) of the U.S. Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organizations as the court shall determine appropriate, but not inconsistent

with the disposal of assets within the meaning of Section 501(c) (7) of the U.S. Internal Revenue Code. In the event of liquidation or dissolution, no member shall be entitled to any distribution or division of the Corporation's remaining property or its proceeds.

The Corporation shall not engage in any self-dealing as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not retain any excess business holdings as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not make any investments in such a manner as to subject it to tax under the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not make any taxable expenditure as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Third Article of Incorporation is amended to read in its entirety as follows:

THIRD: Membership shall be open to all persons interested in recreational scuba diving or in the other stated purposes of the Corporation. New members

shall complete a written application, pay the current year's dues as shall have been established by the Board of Directors, and agree to abide by the Rules and Policies of the Club. Upon acceptance of their application, such new member(s) shall be deemed to be in good standing and shall be entitled to vote at all meetings of the membership and enjoy all rights, obligations, duties, privileges and benefits of Club membership. Such rights, obligations, duties, privileges and benefits of Club membership may, from time to time, be set forth in the By Laws of the Corporation, subject to ratification by the membership.

The Fourth Article of Incorporation is amended to read in its entirety as follows:

FOURTH: The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. The initial Board of Directors shall consist of a total of six persons. Provision(s) for change in the number of, composition of and manner of election of Officers and Directors of the Corporation, to the extent not provided for in these Articles of Incorporation or controlled by statute, are contained in the By Laws of the Corporation.

The Fifth Article of Incorporation is amended to read in its entirety as follows:

FIFTH: The Directors shall be selected in the following manner:

The Incorporators shall select the first Directors. Thereafter, an election for Officers and Directors shall be held at the annual meeting in November of

each year unless exigent circumstances prevent the annual meeting to be held in November. In such circumstances, the next regular meeting of the Membership of the Club shall be deemed the Annual Meeting and shall elect its Officers and Directors at that time. Election of Officers and Directors shall be determined by a majority vote of the members in good standing who are physically present at the annual meeting. There shall be no vote by proxy for the election of Officers and Directors. All Officers so elected at the Annual Meeting shall be also elected as Directors of the Corporation simultaneously. No other Directors shall be elected by the Membership of the Club. Additional Directors of the Corporation shall be drawn each year from the Chair of each Standing Committee created and elected by the Board of Directors in furtherance of the Purpose of the Corporation.

**THREE**

The foregoing amendments were adopted by unanimous consent of the members of the Corporation on March 9, 2004

The undersigned President of the corporation declares that the facts herein stated are true as of March 9, 2004.

Richmond Dive Club, Inc.

By: \_\_\_\_\_  
Debi L. Moir, President