

MAR 07 2007

1 FILE NO. 1350047-0 ARTICLES OF INCORPORATION
2 OF
3 ROTARY INTERNATIONAL DISTRICT 5500, INC.
4 an Arizona Nonprofit Corporation
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7 1. **Name.** The name of the nonprofit corporation (hereinafter called "Corporation")
8 shall be "Rotary International District 5500, Inc."

9 2. **Initial Business.** The Corporation has been formed as a social welfare
10 organization. The Corporation is organized exclusively for social welfare purposes, and is
11 maintained in accord with Section 501(c)(4) of the Internal Revenue Code, or corresponding
12 section of any future federal tax code. Notwithstanding any other provision of these articles,
13 the Corporation shall not carry on any other activities not permitted to be carried on by a
14 corporation exempt from Federal income tax under section 501(c)(4) of the Internal Revenue
15 Code of 1986 (or the corresponding provision of any future United States Internal Revenue
16 Law).

17 3. **Board of Directors.** The affairs of the Corporation shall be conducted by a
18 Board of Directors consisting of an odd number of not less than one (1) nor more than fifteen
19 (15) members, as may be fixed from time to time in the Bylaws of the Corporation. The
20 District Governor, the District Governor-Elect, District Governor-Nominee, and the most
21 recent Past District Governor, shall be Directors, all other Directors shall be selected as
22 provided in the Bylaws of the Corporation. The District Governor shall serve as Chair of the
23 Board of Directors. Only members of Rotary clubs within District 5500 in good standing
24 may serve on the Board of Directors. The term for which each Director shall serve, and other
25 qualifications, shall be as set forth in the Bylaws of the Corporation. The Directors who shall
26 serve in such capacity until the first annual election of Directors or until their successors are
27 duly elected and qualified are:

28 James G. Aslin
29 Sandra S. Goodsite
30 Anne V. Fisher
31

32 4. **Statutory Agent.** James G. Aslin, 7775 E. Cleary Way, Tucson, AZ 85715, is
33 appointed and designated initial statutory agent for the Corporation.

34 5. **Known Place of Business.** The known place of business of the Corporation shall
35 be 7775 E. Cleary Way, Tucson, AZ 85715, but different and other offices and places for
36 conducting business, both within and without the State of Arizona, may be established from
37 time to time by the Board of Directors.

1 6. **Incorporators.** The names, residences and post office addresses of the
2 incorporators are as follows:

3 **James G. Aslin**
4 7775 E. Cleary Way,
5 Tucson, AZ 85715

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7 **Sandra S. Goodsite**
8 6186 E. Lee St.
9 Tucson, AZ 85712

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11 **Anne V. Fisher**
12 10832 S. Via Salida
13 Yuma, AZ 85367

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15 7. **Membership.** There shall be members in the District corporation, who shall be
16 comprised of and limited to all Rotary clubs designated to be within District 5500, pursuant
17 to the Bylaws of Rotary International. The initial membership of the District shall be the
18 Rotary clubs in the District as of the date of incorporation. The addition or removal of a
19 club or clubs from the District pursuant to the Rotary International bylaws shall immediately
20 and automatically result in a corresponding change in the membership of the District.

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22 8. **Officers.** The officers of this Corporation shall be limited to members in good
23 standing of Rotary clubs within District 5500. The District Governor of District 5500 shall
24 be the Chief Executive Officer of the Corporation.

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26 9. **Earnings.** No part of the net earnings of the Corporation shall inure to the benefit
27 of, or be distributable to its members, trustees, officers, or other private persons, except that
28 the Corporation shall be authorized and empowered to pay reasonable compensation for
29 services rendered and to make payments and distributions in furtherance of the purposes set
30 forth in **Article 2** hereof. No substantial part of the activities of the Corporation shall be the
31 carrying on of propaganda, or otherwise attempting to influence legislation, and the
32 Corporation shall not participate in, or intervene in (including the publishing or distribution
33 of statements) any political campaign on behalf of or in opposition to any candidate for
34 public office. Notwithstanding any other provision of these articles, the Corporation shall
35 not carry on any other activities not permitted to be carried on (a) by a corporation exempt
36 from federal income tax under Section 501(c)(4) of the Internal Revenue Code, or the
37 corresponding section of any future federal tax code.
38

1 10. **Dissolution.** The District shall immediately and automatically cease operations
2 and begin dissolution upon directive of the Rotary International Board of Directors or upon
3 the approval of two-thirds of the Clubs of the District at the District Conference or through
4 a ballot-by-mail. The District Governor shall provide the Board notice of a decision by the
5 District to dissolve the corporation, and shall provide a final report upon the completion of
6 the dissolution process.

7
8 Upon dissolution of the Corporation, assets shall be distributed for one or more
9 exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, or
10 the corresponding section of any future federal tax code, or shall be distributed to the federal
11 government, or to a state or local government, for a public purpose. Any such assets not so
12 disposed of shall be disposed of by a court of competent jurisdiction of the county in which
13 the principal office of the Corporation is then located, exclusively for such purposes or to
14 such organization or organizations, as said court shall determine, which are organized and
15 operated exclusively for such purposes. Procedures for dissolution of the Corporation shall
16 be stated in the by-laws of the Corporation.

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18 11. **Limited Liability.** Neither the Members/Shareholders or the Directors of this
19 Corporation shall not be individually liable for the Corporation's debts or other liabilities.
20 The private property of such individuals shall be exempt from any corporate debts or
21 liabilities. A Director shall have no personal liability to the Corporation or its remaining
22 Directors for monetary damages for breach of fiduciary duty as a Director. This shall not
23 limit the liability of a Director for any of the following:

- 24
25 (a) Any breach of the director's duty of loyalty to the Corporation or its
26 directors;
27 (b) Acts or omissions which are not in good faith or which involve intentional
28 misconduct or a knowing violation of law;
29 (c) A violation of A.R.S. § 10-3833; and
30 (d) Any transaction from which the director derived an improper personal
31 benefit.


32
33 If the Arizona Revised Statutes are hereafter amended to authorize corporate action
34 further eliminating or limiting the personal liability of directors, then the liability of a director
35 of the Corporation shall be eliminated or limited to the fullest extent permitted by the
36 Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall
37 not adversely affect any right or protection of a director of the Corporation existing at the
38 time of such repeal or modification.
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13. **Conflict with RI Policies.** If any provisions of these articles of incorporation is not in conformity with the constitution, bylaws or policies of Rotary International or the Rotary International Manual of Procedure, as amended from time to time, the terms of the constitution, by laws, or policies of Rotary International and Rotary International or the Rotary International Manual of Procedure shall prevail at all times.

14. Annual Report to the District: The Bylaws of the District shall provide that the District Governor shall report annually to the District Clubs on the status of the District corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the 3rd day of January, 2007.

Anne V. Fisher
Anne V. Fisher, Incorporator


James G. Aslin, Incorporator

Sandra S. Goodsite
Sandra Goodsite, Incorporator

James G. Aslin, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removal or resignation is submitted in accordance with Arizona Revised Statutes.

By James G. Aslin
James G. Aslin

-1350047-0

- NONPROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. § 10-3202 (D)

Rotary International District 5500, Inc.
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is June 30th.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY James G. Aslin DATE 2-12-2007 BY Sandra S. Goodsite DATE 2/20/07
TITLE Incorporator TITLE Incorporator

BY Anne V. Fisher DATE 2/23/07 BY _____ DATE _____
TITLE Incorporator TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.

(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.