ARTICLES OF INCORPORATION OF   
The Rotary Club of Williamsburg, Inc.

1: Name and Purpose

1.1: The name of the corporation shall be The Rotary Club of Williamsburg, Inc.

1.2: The corporation is formed to promote community welfare and for charitable and educational purposes, and will be a tax-exempt organization pursuant to Section 501(c)(4) of the Internal Revenue Code.

2: Principal Office**:** The principal office of the corporation shall be located at 1209 Jamestown Road, Williamsburg, Virginia, 23185, which is in the County of James City.  
  
3: Membership**:** The corporation is to have one class of members. Their qualifications and rights are as set forth in the corporation’s bylaws.  
  
4: Registered Agent**:** The registered agent of the corporation is an attorney, Susanna B. Hickman, whose office is in the City of Williamsburg, Virginia at 1177 Jamestown Road, Williamsburg, Virginia 23185.

5: Board of Directors**:**  The Directors shall be elected by the membership. Each director shall serve until his successor is elected or appointed. The number of directors constituting the initial Board of Directors is six (6), and the names and addresses of the persons who are to serve as the initial directors are:

* Michael D. Brennan, President  
  159 Lakewood Drive  
  Williamsburg, VA 23185
  + Michael T. Harrison, Sr., President Elect  
    150 Andrews Drive  
    Williamsburg, VA 23188
  + Terry J. Lovvorn, Club Secretary  
    132 Riviera  
    Williamsburg, VA 23188
  + David S. Jolley, Club Treasurer  
    111 Balmoral  
    Williamsburg, VA 23188
  + Richard E. Caldwell, Membership Chair  
    125 Mill Stream Way  
    Williamsburg, VA 23185
  + James C. Miles, Williamsburg Rotary Foundation Chair  
    120 Ensign John Utie  
    Williamsburg, VA 23185
  + Alexander F. Hudgins III, Club Programs Chair  
    5 Canterbury Lane  
    Williamsburg, VA 23185

6: Restrictions  
 6.1.  The corporation shall not engage in any activities that constitute substantial political campaign intervention or attempt to influence legislation through propaganda or other means that would jeopardize its 501(c)(4) status.  
  
 6.2 None of the funds or property of this Corporation may be used in any form or benefit for any member of the Rotary Club of Williamsburg, Inc., nor for any Officer, or Director of any corporation or association or any person or his or her family donating funds or property to this Corporation.

6.3 The Corporation shall make no investments which jeopardize its charitable purpose.   
  
7: Dissolution**:** Upon dissolution, the remaining assets of the corporation shall be distributed to another qualified 501(c)(4) organization with similar purposes, as determined by the Board of Directors.  
  
8: Duration: The duration of the corporation is perpetual.  
  
9: Indemnification: Each person now or hereafter a director or officer of the corporation (and his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney’s fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may by made a party by reason of his being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitle under any by-laws, agreement, or otherwise.

10: Governing Documents**:** The corporation shall operate under bylaws adopted by the Board of Directors, which may be amended from time to time.

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Michael Brennan, Incorporator