

BY-LAWS

OF

ALEXANDRIA ROTARY FOUNDATION

ARTICLE I - OFFICES

The principal office of the foundation in the Commonwealth of Virginia shall be located in the City of Alexandria. The foundation may have such other offices as the Board of Trustees may designate or as the business of the foundation may from time to time require.

ARTICLE II - BOARD OF TRUSTEES

1. General Powers. The business and affairs of the foundation shall be managed by its Board of Trustees. The trustees shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the foundation, as they may deem proper, not inconsistent with these by-laws and the laws of this State.

2. Number, Tenure and Qualification. The number of trustees of the foundation shall be nine (9), and shall consist of the officers and board members elected annually by the Rotary Club of Alexandria, Virginia. Each trustee shall hold office until the next annual meeting and until his successor shall have been elected and qualified.

3. Regular Meetings. A regular meeting of the trustees shall be held with notice. The trustees may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. Special Meetings. Special meetings of the trustees may be called by or at the request of the chairman or any two trustees. The person or persons authorized to call special meetings of the trustees may fix the place for holding any special meeting of the trustees called by them.

5. Notice. Notice of any special meeting shall be given at least three days previously thereto by written notice delivered personally, or by telegram or mailed to each trustee at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram delivered to the telegraph company. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum. At any meeting of the trustees five (5) shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

7. Manner of Acting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the trustees.

8. Newly Created Directorships and Vacancies. Newly created trusteeships resulting from an increase in the number of trustees and vacancies occurring in the board for any reason except the removal of trustees without cause may be filled by a vote of a majority of the trustees then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of trustees without cause shall be filled by vote of the board. A trustee elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. Removal of Trustee. Any or all of the trustees may be removed by action of the board.

10. Resignation. A trustee may resign at any time by giving written notice to the board, the chairman or the vice chairman of the foundation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. Compensation. No compensation shall be paid to trustees, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any trustee from serving the foundation in any other capacity and receiving compensation therefor.

12. Presumption of Assent. A trustee of the foundation who is present at a meeting of the trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: his dissent shall be entered in the minutes of the meeting; he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting specified business at the meeting; or he votes against, or abstains from, the action taken.

13. Executive and Other Committees. The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of two or more members who shall serve at the pleasure of the board.

ARTICLE III - OFFICERS

1. Number. The officers of the foundation shall be a president, a secretary and a treasurer, each of whom shall be the same person elected to the comparable office by the Rotary Club of Alexandria, Virginia. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the trustees.

2. Election and Term of Office. The officers of the foundation to be elected by the trustees shall be elected annually at the first meeting of the trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. Removal. Any officer or agent elected or appointed by the trustees may be removed by the trustees whenever in their judgment the best interests of the foundation would be served thereby.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the trustees for the unexpired portion of the term.

5. President. The president shall be the chief executive officer of the foundation, shall preside at all meetings of the trustees, and shall have all of the general powers and duties principal executive officer of the foundation and, subject to the control of the directors, shall supervise and control all of the business and affairs of the foundation. He shall, when present, preside at all meetings of the directors. He may sign, with the secretary or any other officer of the foundation authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the foundation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

6. Secretary. The secretary shall keep the minutes of the trustees' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the foundation and keep a register of the post office address of each trustee and officer which shall be furnished to the secretary by such trustee and officer, and in general perform all duties incident to the office

of secretary and such other duties as from time to time may be assigned to him by the chairman or by the trustees.

7. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds of the foundation; receive and give receipts for monies due and payable to the foundation from any source whatsoever, and deposit all such monies in the name of the foundation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the trustees.

8. Salaries. The officers shall be without compensation.

ARTICLE IV - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the foundation, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the trustees. Such authority may be general or confined to specific instances.

3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the foundation, shall be signed by such officer or officers, agent or agents of the foundation and in such manner as shall from time to time be determined by resolution of the trustees.

4. Deposits. All funds of the foundation not otherwise employed shall be deposited from time to time to the credit of the foundation in such banks, trust companies or other depositories as the trustees may select.

ARTICLE V

The fiscal year of the foundation shall begin on the first day of January in each year.

ARTICLE VI - SEAL

The trustees shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the foundation, the state of infoundation, year of infoundation and the words, "Corporate Seal".

ARTICLE VII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any trustee of the foundation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

*Alex Rotary
Foundation*

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WASHINGTON, D.C. 20036

April 11, 1990

George W. Bryant, Jr., Clerk
State Corporation Commission
P. O Box 1197
Richmond, Virginia 23209

Re: Alexandria Rotary Foundation

Dear Sir:

Enclosed herewith for filing are the Articles of Incorporation for Alexandria Rotary Foundation, together with our check in the amount of \$75.00 payable to the State Corporation Commission.

Thank you for your assistance in this matter.

Sincerely yours,

Ann-Marie Smith

Ann-Marie Smith
Paralegal

Enclosures

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code
 For Paperwork Reduction Act Notice, see page 1 of the instructions.

OMB No. 1545-0056
 To be filed in the key district for the area in which the organization has its principal office or place of business.

This application, when properly completed, constitutes the notice required under section 508(a) of the Internal Revenue Code so that an applicant may be treated as described in section 501(c)(3) of the Code, and the notice required under section 508(b) for an organization claiming not to be a private foundation within the meaning of section 509(a). (Read the instructions for each part carefully before making any entries.) If required information, a conformed copy of the organizing and operational documents, or financial data are not furnished, the application will not be considered on its merits and the organization will be notified accordingly. Do not file this application if the applicant has no organizing instrument (see Part II).

Part I.—Identification

<input checked="" type="checkbox"/> Full name of organization ALEXANDRIA ROTARY FOUNDATION		<input checked="" type="checkbox"/> Employer identification number (If none, see instructions) NONE (SEE-4 ATTACHED)	
<input checked="" type="checkbox"/> (a) Address (number and street) P.O. Box 20271-1271		Check here if applying under section: <input type="checkbox"/> 501(e) <input type="checkbox"/> 501(f)	
<input checked="" type="checkbox"/> (b) City or town, State, and Zip code ALEXANDRIA, VIRGINIA 22320		<input checked="" type="checkbox"/> Name and phone number of person to be contacted GARY PEDMAN (703) 549-4800	
<input checked="" type="checkbox"/> 5 Month the annual accounting period ends JUNE	<input checked="" type="checkbox"/> 6 Date incorporated or formed April 16, 1990	<input checked="" type="checkbox"/> Activity codes 040 408 602	
<input checked="" type="checkbox"/> 8 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), years filed, and Internal Revenue office where filed.			

Part II.—Type of Entity and Organizational Document (see instructions)

Check the applicable entity box below and attach a conformed copy of the organization's organizing document and bylaws as indicated for each entity.
 Corporation—Articles of incorporation and bylaws. Trust—Trust indenture. Other—Constitution or articles of association and bylaws.

Part III.—Activities and Operational Information

- 1 What are or will be the organization's sources of financial support? List in order of size.
1. CONTRIBUTIONS FROM MEMBERS OF THE ALEXANDRIA, VA. ROTARY CLUB, INCLUDING
 2. GIFTS, DEFERRED GIFTS, AND BEQUESTS.
 2. FUNDRAISING ACTIVITIES CONDUCTED BY ALEXANDRIA, VA. ROTARY CLUB.
 3. MEMORIALS
 4. CONTRIBUTIONS FROM OTHERS

2 Describe the organization's fund-raising program, both actual and planned, and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.) Attach representative copies of solicitations for financial support.

ALL ACTIVE FUND-RAISING WILL BE CONDUCTED AS PROJECTS OF THE ALEXANDRIA ROTARY CLUB, AND WILL INCLUDE RAFFLES TO GENERAL PUBLIC, AUCTIONS, AND OTHER ACTIVITIES PERSONALLY CONDUCTED BY THE MEMBERS OF THE CLUB. THUS FAR, ONE RAFFLE HAS BEEN CONDUCTED. NO PROFESSIONAL FUNDRAISERS WILL BE USED.

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct, and complete.

 (Signature) (Title or authority of signer) (Date)

Part III - Activities and Operational Information (Continued)

4 (c) Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

(d) Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons?" (See specific instruction 4(d).) Yes No
If "Yes," explain.

(e) Have any members of the organization's governing body assigned income or assets to the organization, or is it anticipated that any current or future member of the governing body will assign income or assets to the organization? Yes No
If "Yes," attach a complete explanation, stating which applies and including copies of any assignments plus a list of items assigned. NO ASSIGNMENTS HAVE BEEN MADE, BUT IT IS HOPED THAT BOARD MEMBERS WILL IN THE FUTURE MAKE GIFTS BY ASSIGNMENT OR BEQUEST.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain:

THIS FOUNDATION IS AN OUTGROWTH OF THE ALEXANDRIA ROTARY CLUB, AN ESTABLISHED LOCAL SERVICE CLUB RECOGNIZED BY ROTARY INTERNATIONAL

6 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.
PERIODIC REPORTS WILL BE PROVIDED TO THE MEMBERSHIP OF THE ALEXANDRIA ROTARY CLUB.

7 (a) What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken.

NONE.

(b) To what extent have you used, or do you plan to use contributions as an endowment fund, i.e., hold contributions to produce income for the support of your exempt activities? TO THE MAXIMUM PRACTICABLE EXTENT.

8 Will any of the organization's facilities be managed by another organization or individual under a contractual agreement? Yes No
If "Yes," attach a copy of each contract and explain the relationship between the applicant and each of the other parties.

Part III.—Activities and Operational Information (Continued)

9 (a) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? Yes No
If "Yes," explain and show how the charges are determined.

(b) Does or will the organization limit its benefits, services, or products to specific classes of individuals? Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

10 Is the organization a membership organization? Yes No
If "Yes," complete the following:

(a) Describe the organization's membership requirements and attach a schedule of membership fees and dues.

(b) Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

(c) Are benefits, services, or products limited to members? Yes No
If "No," explain.

11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? Yes No
If "Yes," explain. (Note: You may wish to file Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation.)

12 Does the organization have a pension plan for employees? Yes No

13 (a) Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed as required by section 508(a) and the related regulations? (See general instructions.) Yes No

(b) If you answer "No," to 13(a) and you claim that you fit an exception to the notice requirements under section 508(a), attach an explanation of your basis for the claimed exception.

(c) If you answer "No," to 13(a) and section 508(a) does apply to you, you may be eligible for relief under regulations section 1.9100 from the application of section 508(a). Do you wish to request relief? Yes No

(d) If you answer "Yes," to 13(c) attach a detailed statement that satisfies the requirements of Rev. Proc. 79-63.

(e) If you answer "No," to both 13(a) and 13(c) and section 508(a) does apply to you, your qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date you were formed (see instructions)? Yes No

Part IV.—Statement as to Private Foundation Status (see instructions)

1 Is the organization a private foundation? Yes No

2 If you answer "Yes," to question 1 and the organization claims to be a private operating foundation, check here and complete Part VII.

3 If you answer "No," to question 1 indicate the type of ruling you are requesting regarding the organization's status under section 509 by checking the box(es) below that apply:

(a) Definitive ruling under section 509(a)(1), (2), (3), or (4) ▶ Complete Part VI.

(b) Advance ruling under ▶ sections 509(a)(1) and 170(b)(1)(A)(vi) or ▶ section 509(a)(2)—see instructions.

(c) Extended advance ruling under ▶ sections 509(a)(1) and 170(b)(1)(A)(vi) or ▶ section 509(a)(2)—see instructions.

(Note: If you want an extended advance ruling you must check the appropriate boxes for both 3(b) and 3(c). You must also complete and attach two Forms 872-C to the application.)

Statement of Support, Revenue, and Expenses for the period beginning APRIL, 19 90, and ending JUNE, 19 90.

Note: Complete the financial statements for the current year and for each of the three years immediately before it. If in existence less than four years, complete the statements for each year in existence. If in existence less than one year, also provide proposed budgets for the two years following the current year.

Support and Revenue	1	Gross contributions, gifts, grants, and similar amounts received	1	2200.-
	2	Gross dues and assessments of members	2	-0-
	3	(a) Gross amounts derived from activities related to organization's exempt purpose (attach schedule)		
		(b) Minus cost of sales	3c	
	4	(a) Gross amounts from unrelated business activities (attach schedule)		
		(b) Minus cost of sales	4c	-0-
	5	(a) Gross amount received from sale of assets, excluding inventory items (attach schedule)		
		(b) Minus cost or other basis and sales expenses of assets sold	5c	
	6	Investment income (see instructions)	6	120.-
	7	Other revenue (attach schedule)	7	-0-
	8	Total support and revenue	8	2320
Expenses	9	Fund raising expenses	9	
	10	Contributions, gifts, grants, and similar amounts paid (attach schedule)	10	
	11	Disbursements to or for benefit of members (attach schedule)	11	
	12	Compensation of officers, directors, and trustees (attach schedule)	12	
	13	Other salaries and wages	13	
	14	Interest	14	
	15	Rent	15	
	16	Depreciation and depletion	16	
	17	Other (attach schedule) (Filing Fees 400.-)	17	400.-
	18	Total expenses	18	400
	19	Excess of support and revenue over expenses (line 8 minus line 18)	19	7920.-

Balance Sheet
(at the end of the period shown above)

Enter date JUNE 30, 1990

Ending date JUNE 30, 1990

Assets			
20	Cash (a) Interest bearing accounts	20a	7920.-
	(b) Other	20b	
21	Accounts receivable, net	21	
22	Inventories	22	
23	Bonds and notes (attach schedule)	23	
24	Corporate stocks (attach schedule)	24	
25	Mortgage loans (attach schedule)	25	
26	Other investments (attach schedule)	26	
27	Depreciable and depletable assets (attach schedule)	27	
28	Land	28	
29	Other assets (attach schedule)	29	
30	Total assets	30	7920
Liabilities			
31	Accounts payable	31	
32	Contributions, gifts, grants, etc., payable	32	
33	Mortgages and notes payable (attach schedule)	33	
34	Other liabilities (attach schedules)	34	0
35	Total liabilities	35	-0-
Fund Balances or Net Worth			
36	Total fund balances or net worth	36	7920
37	Total liabilities and fund balances or net worth (line 35 plus line 36)	37	7920

If there has been any substantial change in any aspect of your financial activities since the period shown above ended, check the box and attach a detailed explanation

Statement of Support, Revenue, and Expenses for the period beginning July, 1990, and ending June, 1991.

Note: Complete the financial statements for the current year and for each of the three years immediately before it. If in existence less than four years, complete the statements for each year in existence. If in existence less than one year, also provide proposed budgets for the two years following the current year.

Table with columns for Support and Revenue, Expenses, Balance Sheet (Assets and Liabilities), and Fund Balances or Net Worth. Includes handwritten entries for amounts like 5,000, 15,000, 2,000, 13,000, 900, 18,900, 750, 150, 18,000, 25,920, and 0.

If there has been any substantial change in any aspect of your financial activities since the period shown above ended, check the box and attach a detailed explanation

Statement of Support, Revenue, and Expenses for the period beginning JULY, 1991, and ending JUNE, 1992.

Note: Complete the financial statements for the current year and for each of the three years immediately before it. If in existence less than four years, complete the statements for each year in existence. If in existence less than one year, also provide proposed budgets for the two years following the current year.

Table with columns for Support and Revenue, Expenses, Balance Sheet, and Fund Balances or Net Worth. Rows include items like Gross contributions, Fund raising expenses, Cash, and Total fund balances. Includes handwritten entries like '18,000', '3,000', '2,100', '150', '46,920'.

If there has been any substantial change in any aspect of your financial activities since the period shown above ended, check the box and attach a detailed explanation

Part VI.—Non-Private Foundation Status (Definitive ruling only)

A.—Basis for Non-Private Foundation Status (Check one of the boxes below.)

The organization is not a private foundation because it qualifies as:

✓	Kind of organization	Within the meaning of	Complete
1	a church or a convention or association of churches	Sections 509(a)(1) and 170(b)(1)(A)(i)	/ / / /
2	a school	Sections 509(a)(1) and 170(b)(1)(A)(ii)	/ / / /
3	a hospital or a medical research organization operated in conjunction with a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	/ / / /
4	a governmental unit described in section 170(c)(1)	Sections 509(a)(1) and 170(b)(1)(A)(v)	/ / / /
5	being organized and operated exclusively for testing for public safety	Section 509(a)(4)	/ / / /
6	being operated for the benefit of a college or university which is owned or operated by a governmental unit	Sections 509(a)(1) and 170(b)(1)(A)(iv)	Part VI.—B
7	normally receiving a substantial part of its support from a governmental unit or from the general public	Sections 509(a)(1) and 170(b)(1)(A)(vi)	Part VI.—B
8	normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions)	Section 509(a)(2)	Part VI.—B
9	being operated solely for the benefit of or in connection with one or more of the organizations described in 1 through 4, or 6, 7, and 8 above	Section 509(a)(3)	Part VI.—C

B.—Analysis of Financial Support

	(a) Most recent tax year	(Years next preceding most recent tax year)			(e) Total
	19.....	(b) 19.....	(c) 19.....	(d) 19.....	
1 Gifts, grants, and contributions received					
2 Membership fees received					
3 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity which is not an unrelated business within the meaning of section 513					
4 Gross investment income (see instructions for definition)					
5 Net income from organization's unrelated business activities not included on line 4					
6 Tax revenues levied for and either paid to or spent on behalf of the organization					
7 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
8 Other income (not including gain or loss from sale of capital assets)—attach schedule					
9 Total of lines 1 through 8					
10 Line 9 minus line 3					
11 Enter 2% of line 10, column (e) only					

12 If the organization has received any unusual grants during any of the above tax years, attach a list for each year showing the name of the contributor, the date and amount of grant, and a brief description of the nature of such grant. Do not include such grants on line 1 above—(See instructions).

Part VI.—Non-Private Foundation Status (Definitive ruling only) (Continued)

B.—Analysis of Financial Support (Continued)

- 13 If the organization's non-private foundation status is based on:
- (a) Sections 509(a)(1) and 170(b)(1)(A)(iv) or (vi).—Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts for the entire period were more than the amount shown on line 11.
 - (b) Section 509(a)(2).—For each of the years included on lines 1, 2, and 3, attach a list showing the name of and amount received from each person who is a "disqualified person."
 For each of the years on line 3, attach a list showing the name of and amount received from each payor (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payor" includes but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any government agency or bureau.

C.—Supplemental Information Concerning Organizations Claiming Non-Private Foundation Status Under Section 509(a)(3)

1 Organizations supported by applicant organization:	Has the supported organization received a ruling or determination letter that it is not a private foundation by reason of section 509(a)(1) or (2)?
Name and address of supported organization	<input type="checkbox"/> Yes <input type="checkbox"/> No
-----	<input type="checkbox"/> Yes <input type="checkbox"/> No
-----	<input type="checkbox"/> Yes <input type="checkbox"/> No
-----	<input type="checkbox"/> Yes <input type="checkbox"/> No
-----	<input type="checkbox"/> Yes <input type="checkbox"/> No
-----	<input type="checkbox"/> Yes <input type="checkbox"/> No

2 To what extent are the members of your governing board elected or appointed by the supported organization(s)?

3 What is the extent of common supervision or control that you and the supported organization(s) share?

4 To what extent do(es) the supported organization(s) have a significant voice in your investment policies, the making and timing of grants, and in otherwise directing the use of your income or assets?

5 Does the mentioning of the supported organization(s) in your governing instrument make you a trust that the supported organization(s) can enforce under State law and compel to make an accounting? Yes No
If "Yes," explain.

6 What portion of your income do you pay to each supported organization and how significant is the support to each?

7 To what extent do you conduct activities which would otherwise be carried out by the supported organization(s)? Explain why these activities would otherwise be carried on by the supported organization(s).

8 Is the applicant organization controlled directly or indirectly by one or more "disqualified persons" (other than one who is a disqualified person solely because he or she is a manager) or by an organization which is not described in section 509(a)(1) or (2)? Yes No
If "Yes," explain.

Part VII.—Basis for Status as a Private Operating Foundation

If the organization—

(a) bases its claim to private operating foundation status on normal and regular operations over a period of years; or (b) is newly created, set up as a private operating foundation, and has at least one year's experience; provide the information under the income test and under one of the three supplemental tests (assets, endowment, or support). If the organization does not have at least one year's experience, complete line 21. If the organization's private operating foundation status depends on its normal and regular operations as described in (a) above, attach a schedule similar to the one below showing the data in tabular form for the three years next preceding the most recent tax year. (See regulations section 53.4942(b)-1 for additional information before completing the "Income Test" section of Part VII.)

Income Test section containing lines 1 through 3. Line 1: Adjusted net income. Line 2: Qualifying distributions. Line 3: Percentage of qualifying distributions to adjusted net income and minimum investment return.

Assets Test section containing lines 4 through 8. Line 4: Value of organization's assets used in activities. Line 5: Value of any stock of a corporation. Line 6: Value of all qualifying assets. Line 7: Value of applicant organization's total assets. Line 8: Percentage of qualifying assets to total assets.

Endowment Test section containing lines 9 through 12. Line 9: Value of assets not used. Line 10: Subtract acquisition indebtedness. Line 11: Balance. Line 12: Multiply line 11 by 3 1/3%.

Support Test section containing lines 13 through 20. Line 13: Applicant organization's support. Line 14: Subtract amount of gross investment income. Line 15: Support for purposes of section 4942(j)(3)(B)(iii). Line 16: Support received from the general public. Line 17: For persons contributing more than 1%. Line 18: Subtract line 17 from line 16. Line 19: Percentage of total support. Line 20: Does line 16 include support from an exempt organization that is more than 25% of the amount on line 15?

21 Newly created organizations with less than one year's experience: Attach a statement explaining how the organization is planning to satisfy the requirements of section 4942(j)(3) for the income test and one of the supplemental tests during its first year's operation. Include a description of plans and arrangements, press clippings, public announcements, solicitations for funds, etc.

Part VIII.—Required Schedules for Special Activities

	If "Yes," check here:	And, complete schedule—
1 Is the organization, or any part of it, a school?		A
2 Does the organization provide or administer any scholarship benefits, student aid, etc.?	✓	B
3 Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		C
4 Is the organization, or any part of it, a hospital or a medical research organization?		D
5 Is the organization, or any part of it, a home for the aged?		E
6 Is the organization, or any part of it, a litigating organization (public interest law firm or similar organization)?		F
7 Is the organization, or any part of it, formed to promote amateur sports competition?		G

SCHEDULE A.—Schools, Colleges, and Universities

- 1 Is the organization an instrumentality of a State or political subdivision of a State? Yes No
If "Yes," document this in Part III and do not complete items 2 through 8 of this schedule. (See instructions for Schedule A.)

- 2 Does or will the organization (or any department or division within it) discriminate in any way on the basis of race with respect to:
 - (a) Admissions? Yes No
 - (b) Use of facilities or exercise of student privileges? Yes No
 - (c) Faculty or administrative staff? Yes No
 - (d) Scholarship or loan program? Yes No

If "Yes," for any of the above, explain.

- 3 Does the organization include a statement in its charter, bylaws, or other governing instrument, or in a resolution of its governing body, that it has a racially nondiscriminatory policy as to students? Yes No
Attach whatever corporate resolutions or other official statements the organization has made on this subject.

- 4 (a) Has the organization made its racially nondiscriminatory policies known in a manner that brings the policies to the attention of all segments of the general community which it serves? Yes No
If "Yes," describe how these policies have been publicized and state the frequency with which relevant notices or announcements have been made. If no newspaper or broadcast media notices have been used, explain.

- (b) If applicable, attach clippings of any relevant newspaper notices or advertising, or copies of tapes or scripts used for media broadcasts. Also attach copies of brochures and catalogues dealing with student admissions, programs, and scholarships, as well as representative copies of all written advertising used as a means of informing prospective students of your programs.

- 5 Attach a numerical schedule showing the racial composition, as of the current academic year, and projected as far as may be feasible for the next academic year, of: (a) the student body, (b) the faculty and administrative staff.

- 6 Attach a list showing the amount of any scholarship and loan funds awarded to students enrolled and the racial composition of the students who have received the awards.

- 7 (a) Attach a list of the organization's incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations.
(b) State whether any of the organizations listed in (a) have as an objective the maintenance of segregated public or private school education, and, if so, whether any of the individuals listed in (a) are officers or active members of such organizations.

- 8 Indicate the public school district and county in which the organization is located.

QUESTIONS ARE DIFFERENT

SCHEDULE B.—Organizations Providing Scholarship Benefits, Student Aid, etc. to Individuals

1 (a) Describe the nature of the scholarship benefit, student aid, etc., including the terms and conditions governing its use, whether a gift or a loan, and the amount. If the organization has established or will establish several categories of scholarship benefits, identify each kind of benefit and explain how the organization determines the recipients for each category. Attach a sample copy of any application the organization requires or will require of individuals to be considered for scholarship grants, loans, or similar benefits. (Private foundations that make grants for travel, study or other similar purposes are required to obtain advance approval of scholarship procedures. See regulations sections 53.4945-4(c) and (d).)

THE FOUNDATION WILL AWARD MOST SCHOLARSHIPS FROM TIME TO TIME FROM AVAILABLE INCOME, TO OUTSTANDING AND NEEDY HIGH SCHOOL STUDENTS IN THE ALEXANDRIA AREA. THE COMPETITION WILL BE CONDUCTED IN CONJUNCTION WITH ROTARY INTERNATIONAL COMPETITIONS. THE SCHOLARSHIP COMMITTEE OF THE FOUNDATION WILL NOT REQUIRE A SEPARATE APPLICATION FROM THE STUDENT.

(b) If you want this application considered as a request for approval of grant procedures in the event we determine that you are a private foundation, check here

2 What limitations or restrictions are there on the class of individuals who are eligible recipients? Specifically explain whether there are, or will be, any restrictions or limitations in the selection procedures based upon race and whether there are, or will be, restrictions or limitations in selection procedures based on the employment status of the prospective recipient or any relative of the prospective recipient. Also indicate the approximate number of eligible individuals.

NONE, EXCEPT THE RECIPIENT MUST LIVE IN THE ALEXANDRIA AREA. GRADUATING SENIORS IN THE AREA APPROXIMATE 3,000 ANNUALLY. A RECIPIENT MAY RECEIVE SUPPORT IN SUCCESSIVE YEARS.

3 Indicate the number of grants you anticipate making annually (Depending on Availability). | 1 TO 10

4 List the names, addresses, duties, and relevant background of the members of your selection committee. If you base your selections in any way on the employment status of the applicant or any relative of the applicant, indicate whether there is or has been any direct or indirect relationship between the members of the selection committee and the employer. Also indicate whether relatives of the members of the selection committee are possible recipients or have been recipients.

SELECTION COMMITTEE WILL CHANGE EACH YEAR AND WILL CONSIST OF THOSE MEMBERS OF THE ALEXANDRIA ROTARY CLUB SERVING ON THE SCHOLARSHIP COMMITTEE.

5 Describe any procedures you have for supervising grants, such as obtaining reports or transcripts, which you award and any procedures you have for taking action if the terms of the grant are violated.

THE SCHOLARSHIPS AWARDED WILL COVER LITTLE MORE, IF ANY, THAN TUITION, TRAVEL, NO PROCEDURES ARE IN EFFECT, ALTHOUGH RECIPIENTS ARE INVITED TO APPEAR BEFORE THE CLUB AND REPORT ON THEIR EXPERIENCES.

SCHEDULE C.—Successors to "For Profit" Institutions

1 What was the name of the predecessor organization and the nature of its activities?

2 Who were the owners or principal stockholders of the predecessor organization? (If more space is needed, attach schedule.)

Name and address	Share or interest

SCHEDULE C.—Successors to "For Profit" Institutions (Continued)

3 Describe the business or family relationship between the owners or principal stockholders and principal employees of the predecessor organization and the officers, directors, and principal employees of the applicant organization.

4 (a) Attach a copy of the agreement of sale or other contract that sets forth the terms and conditions of sale of the predecessor organization or of its assets to the applicant organization.

(b) Attach an appraisal by an independent qualified expert showing the fair market value of the facilities or property interest sold at the time of sale.

5 Has any property or equipment formerly used by the predecessor organization been rented to the applicant organization or will any such property be rented? Yes No

If "Yes," explain and attach copies of all leases and contracts.

6 Is the organization leasing or will it lease or otherwise make available any space or equipment to the owners, principal stockholders, or principal employees of the predecessor organization? Yes No

If "Yes," explain and attach a list of these tenants and a copy of the lease for each such tenant.

7 Were any new operating policies initiated as a result of the transfer of assets from a profit-making organization to a nonprofit organization? Yes No

If "Yes," explain.

SCHEDULE D.—Hospitals and Medical Research Organizations

Check here if you are claiming to be a hospital and complete the questions in Part I of this Schedule and write "N/A" in Part II.

Check here if you are claiming to be a medical research organization operated in conjunction with a hospital and complete the questions in Part II of this Schedule and write "N/A" in Part I.

Part I.—Hospitals

1 (a) How many doctors are on the hospital's courtesy staff? Yes No

(b) Do these doctors include all the doctors in the community? Yes No

If "No," give the reasons why and explain how the courtesy staff is selected.

2 Composition of board of directors or trustees. (If more space is needed, attach schedule.)

Name and address	Occupation

SCHEDULE D.—Hospitals and Medical Research Organizations (Continued)

Part I.—Hospitals (Continued)

3 (a) Does the hospital maintain a full-time emergency room? Yes No
(b) What is the hospital's policy on administering emergency services to persons without apparent means to pay?

(c) Does the hospital have any arrangements with police, fire, and voluntary ambulance services for the delivery or admission of emergency cases? Yes No
Explain.

4 (a) Does or will the hospital require a deposit from persons covered by Medicare or Medicaid in its admission practices? Yes No
If "Yes," explain.

(b) Does the same deposit requirement apply to all other patients? Yes No
If "No," explain.

5 Does or will the hospital provide for a portion of its services and facilities to be used for charity patients? . Yes No
Explain (include data on the hospital's past experience in admitting charity patients and arrangements it may have with municipal or governmental agencies for absorbing the cost of such care).

6 Does or will the hospital carry on a formal program of medical training and research? Yes No
If "Yes," describe.

7 Does the hospital provide office space to physicians carrying on a medical practice? Yes No
If "Yes," attach a list setting forth the name of each physician, the amount of space provided, the annual rent (if any), and the expiration date of the current lease.

Part II.—Medical Research Organizations

1 Name the hospital(s) with which you have a relationship and describe the relationship(s).

2 Describe your present and proposed (indicate which) medical research activities, show the nature of the activities, and the amount of money which has been or will be spent in carrying them out. (Making grants to other organizations is not direct conduct of medical research.) *

3 Attach a statement of assets showing the fair market value of your assets and the portion of the assets directly devoted to medical research.

SCHEDULE E.—Homes for Aged

1 What are the requirements for admission to residency? Explain fully and attach promotional literature and application forms.

2 Does or will the home charge an entrance or founder's fee? Yes No
If "Yes," explain.

3 What periodic fees or maintenance charges are or will be required of its residents?

N/A

4 (a) What established policy does the home have concerning residents who become unable to pay their regular charges?

(b) What arrangements does the home have or will it make with local and Federal welfare units, sponsoring organizations, or others to absorb all or part of the cost of maintaining those residents?

5 What arrangements does or will the home have to provide for the health needs of its residents?

6 In what way are the home's residential facilities designed to meet some combination of the physical, emotional, recreational, social, religious, and similar needs of the aged?

7 Has the home established or will it establish any reserves for future expenditures? Yes No
If "Yes," state the source of such reserves and explain how they will be used.

8 Attach a sample copy of the contract or agreement the organization makes with or requires of its residents.

SCHEDULE F.—Litigating Organizations (Public Interest Law Firms and Similar Organizations)

1 Will the organization conform to the guidelines for organizations engaged in litigation activities issued by the Internal Revenue Service in Rev. Proc. 71-39, 1971-2 C.B. 575, and Rev. Proc. 75-13, 1975-1 C.B. 662? Yes No
If "No," explain.

2 What is the organization's area of public interest or concern?

3 Is the organization set up primarily to try the case of a particular person or prosecute a particular cause of action? Yes No
If "Yes," explain.

N/A

4 What are the organization's criteria for selection of cases?

5 In what cases has the organization started legal proceedings and in what other cases is it preparing to start proceedings? Describe the legal issues involved in each case and explain how they relate to the organization's area of concern.

6 (a) Composition of the organization's board of directors or trustees:

Name and address	Business or Occupation

(b) Will any of the attorneys hired by the organization be a trustee or member of the board of directors of the organization or be associated in the practice of law with any such trustee or member? Yes No
If "Yes," explain.

7 Does or will the organization share office space with a private law firm? Yes No
If "Yes," explain.

8 Does or will the organization receive fees for its professional services? Yes No
If "Yes," explain.

SCHEDULE G.—National or International Amateur Sports Competition

1 Does your organization directly or indirectly provide any facilities or equipment for the use of amateur athletes engaged in national or international sports competition? Yes No

2 How do you foster national or international sports competition?

N/A

3 Do you provide financial assistance to amateur athletes? Yes No

THOMPSON & McMULLAN

510 KING STREET, SUITE 301
ALEXANDRIA, VIRGINIA 22314

TELEPHONE (703) 684-2000
FACSIMILE (703) 684-5109

RICHMOND
100 SHOCKOE SLIP
RICHMOND, VIRGINIA 23219
TELEPHONE (804) 649-7545
FACSIMILE (804) 780-1813

GANT REDMON

February 11, 1991

Internal Revenue Service
EP/EO Division - Group 7204
P.O. Box 13163 - Room 817
Baltimore, Maryland 21203

RE: Alexandria Rotary Foundation

Dear Ladies and Gentlemen:

In response to your letter dated January 10, 1991 and pursuant to my subsequent telephone conversation with Ms. J. Mantegna of your office extending the response due date to February 11, 1991, we offer the following additional information in connection with the Foundation's application for exempt status. The information is submitted in paragraphs which correspond to the numbering on page 3 of your January 10 letter and Attachment 1.

1. The Foundation is a separate legal entity incorporated as a nonstock corporation in the Commonwealth of Virginia. The board of the Foundation consists of the same persons who are the officers and board of the Alexandria Rotary Club, pursuant to By-laws, Article II, Paragraph II. The employer I.D. number for the Alexandria Rotary Club ("Club") is 54-6058928. So far as we now, the Club is not part of a group ruling letter issued to Rotary International. There is a Rotary International Foundation which has long been recognized as exempt under Section 501(c)(3), which Foundation conducts on an international scale many humanitarian and scholarship programs. Many of our members contribute to that foundation. The purpose of the applicant is to provide, on a local scale, many of the programs which Rotary International provides on an international basis. Inasmuch as there is nothing in our officers manuals or other literature relative to the establishment of local foundations, I conclude that there's no group ruling letter which would be applicable.

2. Subparagraph A. The only fundraising activity of which the Foundation has been a beneficiary was a raffle which was conducted in 1990. That raffle was conducted principally among the members of the Alexandria Rotary Club. The object of the raffle was a van which was won by an employee of one of the members of the Club, who had purchased a \$10.00 ticket. This

year, we plan to conduct an auction as a fundraising activity to fund the community and scholarship programs. The activities of the Foundation will be conducted administratively through various committees of the Alexandria Rotary Club, such as the Students Scholarship Committee, the Schools, and the Community Services committees.

Subparagraph B. All of the affairs of the Foundation are conducted on a volunteer basis by members of the Alexandria Rotary Club. In so far as any activities of the Foundation are concerned, all of the time devoted to those activities will be for tax exempt purposes.

Subparagraph C. Efforts on behalf of the Foundation were initiated in 1990. No expenditures have been made, other than filing fees which are shown on the operative statement enclosed, pending the determination under consideration. No revenues have been received except the proceeds of the raffle discussed above. Once the organization has received a favorable ruling, grants for scholarships and other community programs will be considered for award from the income on the principal of the funds received by the Foundation.

Subparagraph D. The activities of the Foundation will be conducted as described above by volunteers from the Alexandria Rotary Club upon receipt of a favorable ruling on the pending application.

Subparagraph E. There are no threshold requirements a person or organization must meet in order to receive any benefits from the Foundation. For example, an award to a local teacher is contemplated for overseas study in a language which he or she is teaching in the Alexandria schools. Additionally, scholarships will be presented annually to graduating Alexandria-area high school seniors for undergraduate educations. Other grants are contemplated to local charitable activities, such as the homeless shelter, the organization which conducts the Head Start program (several years ago, the Club contributed a van to the Alexandria Community Y, and recognizes 501(c)(3) tax-exempt organization, for the purpose of transporting children and other participants in its programs), and cultural organizations, such as the Alexandria Civic Symphony Association, Inc.; in each case, the programs are a continuation of past activities which have been conducted by the Club.

Subparagraph F. There are no charges or fees to any beneficiary or recipient of funds from the Foundation. Funds are, and will be, raised solely from activities conducted by members of the Club and from direct donations by members of the Club to the Foundation. The Foundation is visualized as a long-term vehicle for receipt of more significant contributions, such as bequests, from members of the Club and from members of the

public at large.

Subparagraph G. Particularly when government funds for many of the activities which are supported by the Foundation have diminished, this is a volunteer charitable effort to provide funds for many worthwhile community educational and civic activities. Each of the programs undertaken by the Foundation will be in accord with the objectives of service which Rotary has pursued since its founding in 1905.

3. Request for explanation of specific activities is, I feel, detailed above. We contemplate an annual activity to raise funds for the Foundation. As indicated, last year it was a raffle and this year it will be an auction. As a practical matter, the bulk of the support will come from members of the Rotary Club inasmuch as there are many other service organizations in the City of Alexandria and each of them conducts similar fundraising efforts among its own membership. We do not exclude others from participating in the fundraising; indeed, we welcome participation by as many as possible. All references in the application and in this supplemental response to the Club definitely are to the Alexandria Rotary Club and to no other. The Club is a 501(c)(4) organization.

4. Most of the organizations which currently benefit from the efforts of the Club, and which we contemplate will benefit from the Foundation, are 501(c)(3) organizations listed in the cumulative list of organizations described in Section 170(c) of the Internal Revenue Code; however, we will not limit grants to organizations listed therein. For instance, scholarships will be awarded on the recommendations of high school teachers to the Foundation. Similarly, Rotary has been instrumental in establishing the Little League program in Alexandria. Other embryonic organizations, such as shelters supported by local churches, and environmental projects have not been formalized to the extent that they have sought 501(c)(3) recognition. A case in point is the Little League which, when originally funded by Rotary, was not on the list but which currently has matured to that status. It is our objective to replicate that situation with similar organizations in the future.

5. The \$8,200 received by the Foundation was received from the Club. No individual donations or bequests have been accepted as of this date.

6. Responding to the circled items in attachment 2:

Subparagraph 1. The class is based upon need and/or merit of individuals residing within the Alexandria area, which individuals may be students or teachers. Otherwise, there are no restrictions or limitations upon possible grantees.

Subparagraph 2. The Board of Directors of the Foundation will make the final selection of recipients, based upon recommendations of high school principals or other members of the school administration, whose recommendations will be considered by a Student Scholarship Committee, which in turn will make its recommendation to the Board of Directors. Initial selection is not made by any person related to the Foundation or the Club.

Subparagraph 3(a). Scholastic ability.

Subparagraph 3(b). Financial need.

Subparagraph 3(c). Recommendation of immediate supervisor or instructor.

Subparagraph 3(d). Recommendation of school principal or educational group.

Subparagraph 5. The scholarship program is publicized by mailings to all public and private schools within the Alexandria mailing area inviting submission of applications and attendant recommendations by principals, counselors, and instructors. The notification is sent annually.

Subparagraph 7. The organization will provide aid both in the form of outright grants and as loans. The determination is based upon the financial need of the grantee. When the aid is to be structured as a loan rather than an outright grant, the interest rate is below market and terms are set to allow orderly repayment after completion of the grantee's education.

Subparagraph 10. Disbursement is made as circumstances dictate, but in any event, the grantee is expected to provide feedback to the Student Scholarship Committee of the Foundation and grantees are invited to meetings of the Club to share their experiences and to encourage further participation in the program.

Subparagraph 11. The Foundation has not made any expenditures thus far and, therefore, has not given any scholarship aid.

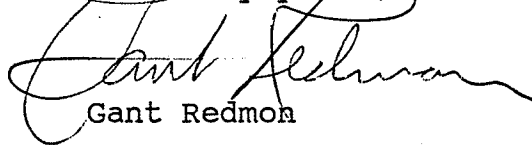
7. An income statement for the year ending June 30, 1990 was submitted with the original application; an additional copy is attached.

8. Proposed income statements for the years ending June 30, 1991 and June 30, 1992 were submitted with the original application; additional copies as submitted are attached hereto.

9. The Foundation's employer identification number has not yet been received from the Service center.

Should any additional detail be required with regard to any aspect of the application, please feel free to contact me.

Sincerely yours,



Gant Redmon

GR:grj

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A.—Statement of Revenue and Expenses

		Current tax year	3 prior tax years or proposed budget for 2 years			
		(a) From 4/90 to 6/90	(b) 19	(c) 19	(d) 19	(e) TOTAL
Revenue	1 Gifts, grants, and contributions received (not including unusual grants—see instructions)	8,200				
	2 Membership fees received					
	3 Gross investment income (see instructions for definition)	120				
	4 Net income from organization's unrelated business activities not included on line 3					
	5 Tax revenues levied for and either paid to or spent on behalf of the organization					
	6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
	7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
	8 Total of lines 1 through 7	8,320				
	9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513					
	10 Total of lines 8 and 9	8,320				
	11 Gain or loss from sale of capital assets (attach schedule)					
	12 Unusual grants	8,320				
	13 Total revenue (add lines 10 through 12)					
Expenses	14 Fundraising expenses					
	15 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
	16 Disbursements to or for benefit of members (attach schedule)					
	17 Compensation of officers, directors, and trustees (attach schedule)					
	18 Other salaries and wages					
	19 Interest					
	20 Occupancy (rent, utilities, etc.)					
	21 Depreciation and depletion					
	22 Other (attach schedule)	400				
	23 Total expenses	400				
	24 Excess of revenue over expenses (line 13 minus line 23)	7,920				

Part IV Financial Data (Continued)

B.—Balance Sheet (at the end of the period shown)		Current tax year Date <u>6/30/90</u>
Assets		
1	Cash	7,920.
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks (attach schedule)	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets	7,920.
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	0
15	Other liabilities (attach schedule)	0
16	Total liabilities	
Fund Balances or Net Assets		
17	Total fund balances or net assets	7,920.
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	7,920.

If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. — Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From 7/90 to 6/91	(b) 19	(c) 19	(d) 19	
1 Gifts, grants, and contributions received (not including unusual grants—see instructions)	5,000				
2 Membership fees received					
3 Gross investment income (see instructions for definition)					
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
8 Total of lines 1 through 7					
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513					
10 Total of lines 8 and 9					
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)					
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)	750				
16 Disbursements to or for benefit of members (attach schedule)					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages					
19 Interest					
20 Occupancy (rent, utilities, etc.)					
21 Depreciation and depletion					
22 Other (attach schedule)	150				
23 Total expenses					
24 Excess of revenue over expenses (line 13 minus line 23)	18,000				

Part IV Financial Data (Continued)

B.—Balance Sheet (at the end of the period shown)

Current tax year

Date

Assets		
1	Cash	25,920.
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks (attach schedule)	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule)	
9	Land	
10	Other assets (attach schedule)	
11	Total assets	25,920.
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule)	
16	Total liabilities	0
Fund Balances or Net Assets		
17	Total fund balances or net assets	25,920.
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	25,920.

If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A.—Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From <u>7/91</u> to <u>6/92</u>	(b) 19	(c) 19	(d) 19	
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants—see instructions)	6,000				
2 Membership fees received					
3 Gross investment income (see instructions for definition)					
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
8 Total of lines 1 through 7					
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513					
10 Total of lines 8 and 9					
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)	23,250				
Expenses					
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)	2,100				
16 Disbursements to or for benefit of members (attach schedule)					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages					
19 Interest					
20 Occupancy (rent, utilities, etc.)					
21 Depreciation and depletion					
22 Other (attach schedule)	150				
23 Total expenses					
24 Excess of revenue over expenses (line 13 minus line 23)	21,000				

Part IV Financial Data (Continued)

B.—Balance Sheet (at the end of the period shown)		Current tax year Date
Assets		
1. Cash	1	46,920.
2. Accounts receivable, net	2	
3. Inventories	3	
4. Bonds and notes receivable (attach schedule)	4	
5. Corporate stocks (attach schedule)	5	
6. Mortgage loans (attach schedule)	6	
7. Other investments (attach schedule)	7	
8. Depreciable and depletable assets (attach schedule)	8	
9. Land	9	
10. Other assets (attach schedule)	10	
11. Total assets	11	46,920.
Liabilities		
12. Accounts payable	12	
13. Contributions, gifts, grants, etc., payable	13	
14. Mortgages and notes payable (attach schedule)	14	
15. Other liabilities (attach schedule)	15	
16. Total liabilities	16	0
Fund Balances or Net Assets		
17. Total fund balances or net assets	17	46,920.
18. Total liabilities and fund balances or net assets (add line 16 and line 17)	18	46,920.

If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
31 HOPKINS PLAZA
BALTIMORE, MD 21201

DEPARTMENT OF THE TREASURY

Date: *January 10, 1991*

Employer Identification Number:

Applied For

Contact Person:

MS. J. MANTEGNA

Contact Telephone Number:

(301) 962-4787

ALEXANDRIA ROTARY FOUNDATION
PO BOX 20271-1271
ALEXANDRIA, VA 22320

Response Due Date:

January 31, 1991

*EXTENDED TO 2/11/91
PER TELECON BETWEEN ER AND
MS. MANTEGNA 1/28/91*

Dear Applicant:

Before we can determine whether your organization is exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information needed to make that determination on your Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

To help us determine whether your organization is exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. In that event, as required by Code section 6104(c), we will notify the appropriate state officials that, based on the information we have, we cannot recognize you as an organization of the kind described in Code section 501(c)(3). As a result, the Internal Revenue Service will treat your organization as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1023.

In addition, if you do not provide the requested information in a timely manner, we will consider that you have not taken all reasonable steps to secure the determination you requested. Under Code section 7428(b)(2), your not taking all reasonable steps in a timely manner to secure the determination may be considered as failure to exhaust administrative remedies available to you within the Service. Therefore, you may lose your rights to a declaratory judgment under Code section 7428.

Please mail information requested in this letter to the following address:

Internal Revenue Service
EP/EO Division - Group 7204
P.O. Box 13163 - Room 817
Baltimore, MD 21203

ALEXANDRIA ROTARY FOUNDATION

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely yours,

J. Mantegna

Exempt Organizations Specialist

ALEXANDRIA ROTARY FOUNDATION

Please provide the following additional information over the signature of one of your principal officers.

- 1) You state that you are the outgrowth of Alexandria Rotary Club, which you indicate is recognized by Rotary International. Please explain how your organization is controlled by Alexandria Rotary Club. What is its Employer Identification Number of Alexandria Rotary Club? Is Alexandria Rotary Club part of a Group Ruling Letter issued to Rotary International? If so, please provide evidence that Alexandria Rotary Club is included in group ruling. What is the tax-exempt status of the Rotary Foundation of Rotary International?
- 2) Please provide answers to questions regarding your organization's activities. (See attachment 1).
- 3) Explain the specific activities you will conduct for attaining the objectives of the service club, as stated in your application. Describe these objectives, list each separately. Is the service club you refer to Alexandria Rotary Club? If not, what is the service club you make reference to? Is the service club an organization recognized under section 501(c)(3)?
- 4) You state that you will provide seed money to worthy community projects and organizations to fulfill the community service objectives of Rotary. What community projects? Be specific; describe in detail. Please list the organizations to which you have or will provide seed money. Are these organizations recognized as tax-exempt organizations under section 501(c)(3)? Describe how you determine the community projects to be "worthy" community projects. Be specific.
- 5) You state the \$8,200 has been received for the period ending June 30, 1990, in the form of Gifts, grants and contributions. Is all this revenue received as individual donations from persons who are members of Alexandria Rotary Club or is this income from the Alexandria Rotary Club itself?
- 6) Please answer all questions regarding scholarships indicated by a circle. (See attachment 2).
- 7) Please submit income statement for the year ending June 30, 1990, showing the amount and sources of receipts and amount and reasons for expenditures.
- 8) Please submit proposed income statements for the years ending June 30, 1991 and June 30, 1992, showing the expected amount and sources of receipts and amount and reasons for expenditures.
- 9) Please submit your Employer Identification Number if you received it from the Service Center.

[] The description of your activities provided in the application is not detailed enough to make a determination of your exempt status. Please provide a detailed description of your past, present and proposed activities. Describe each activity SEPARATELY. Each description should include as a minimum the following:

- a) A general description of the activity including its purpose and function.
- b) What percentage of the organizations' total time and effort is expended in accomplishing each of the activities listed above.
- c) When it was or will be initiated.
- d) How, when, where, and by whom it is or will be conducted.
- e) Requirements a person or organization must meet in order to participate in or receive benefit from the activity.
- f) Any charges or fees, their amount, and the basis on which the amount to be charged was determined.
- g) What the activity has accomplished or will accomplish.

[] If the organization pays compensation submit the following:

- a) List each person to whom compensation is or will be paid.
- b) State the form (ie., salary, wage, housing allotment, car allowance, etc.) and the amount of compensation paid or to be paid to each person.
- c) Describe in specific detail the services to be rendered by each person and their qualifications for the position.
- d) What amount of time does each person devote to the organization?
- e) Who determines compensation to be paid? What criteria is used to determine compensation?
- f) How do you or will you insure that all compensation paid is "reasonable" and in return for services rendered?
- g) Does the organization pay or plan to pay any of the personal living expenses of employees, directors, officers, founders, members, etc? If so, explain in detail. Be specific.

SCHOLARSHIPS

- 1) Please describe the class of eligibles, or potential recipients, of your organization's grants. Indicate whether there are any restrictions or limitations on who may make applications or who your organization will consider as possible grantees.
- 2) Who makes the selection of eventual recipients from the class of eligibles? Be specific! If these people are related, in any way, to your organization, give complete details.
- 3) Please list and describe, in detail, all criteria used by your selection committee in selecting recipients from the class of eligibles, ie financial need, scholastic ability.
- 4) Will any grants be made to spouses, children, descendants, spouses of children or descendants, or other persons disqualified in relationship to your organization, its directors or officers?
- 5) Describe how the scholarship program is publicized to ensure that all eligible individuals are reasonably likely to be informed of the availability of scholarship aid.
- 6) Will all grants be limited to students who will be attending "educational institutions" as defined in section 151(e)(4) of the Code?
- 7) Will your organization provide aid to students both as outright grants, and as loans? If both outright grants and loans are to be provided, what criteria will be used to determine which members of the class of eligibles will receive scholarship grants, and which others will receive loans. If scholarship aid other than outright grants is to be given, describe the interest rates (if any) applicable to any loans to be given, how such interest rates are determined, and the terms of repayment of such loans.
- 8) Please explain, in detail, what follow-up procedures you have to ensure that all scholarship funds will be used for the stated purposes.
- 9) Please explain, in detail, the procedures you will follow if you discover a misuse of these funds.
- 10) Will income be paid to the individual students or will income be paid directly to the school the student will be attending?
- 11) When did the organization begin giving scholarship aid? How many scholarships have been given? Please provide a list of all grant recipients together with an indication of how much money was received by each recipient.
- 12) If payments are made directly to the individual grantee (rather than to the institution he or she attends), you are required to acquire a report, on at least an annual basis, describing the grantee's courses and grades and/or his or her progress on research projects. A final report is also required. These reports must be verified by the educational institution attended. Will you comply with these requirements? Submit a statement signed by a principal officer to the effect that you will comply with these requirements.

PKH
11/13/90

Procedural Checklist

Make sure your application is complete.

If you do not complete all applicable parts of the application or do not provide all required attachments, we may return the incomplete application to you for resubmission with the missing information or attachments. This will delay the processing of your application and may delay the effective date of your exempt status. You may also incur additional user fees.

Have you . . .

Check

- Attached **Form 8718** (User Fee for Exempt Organization Determination Letter Request) along with the appropriate fee?
- Located the correct **key district office** for the mailing of your application? (See "Where to File" on page 1 under General Instructions.) Do **not** file the application with your local Internal Revenue Service Center.
- Completed Parts I through IV and any other Schedules that apply to the organization?
- Shown your **employer identification number**?
 - a. If your organization has one, write it in the space provided.
 - b. If you are a newly formed organization and do not have an employer identification number, attach a completed Form SS-4 if you have not already applied for one.
- Described your organization's **specific activities** as directed in Part II, question 1 of the application?
- Included a **conformed copy** of the complete organizing instrument? (See Part I, question 10 instructions.)
- Had the application signed by one of the following:
 - a. An officer or trustee who is authorized to sign (e.g. President, Treasurer); or
 - b. A person authorized by a power of attorney (submit Form 2848, 2848-D, or other power of attorney)?
- Enclosed **financial statements** (Part IV)?
 - a. Current year (must include period up to within 60 days of the date the application is filed) and 3 preceding years.
 - b. Detailed breakdown of revenue and expenses (no lump sums).
 - c. If the organization has been in existence less than one year, you must also submit proposed budgets for 2 years showing the amounts and types of receipts and expenditures anticipated.

Note: During the technical review of a completed application by the Employee Plans/Exempt Organization's Division in the key district or by Exempt Organizations Technical Division in the National Office, it may be necessary to contact you for more specific or additional information.

Do not send this checklist with your application.

OFFICE OF CONSUMER AFFAIRS
CHARITABLE SOLICITATION REGULATION
Washington Building - Room 101
1100 Bank Street
Richmond, VA 23219



 INITIAL REGISTRATION
(Remit copy of By-Laws
& Articles of Incorporation
if applicable.)
 ANNUAL RENEWAL

VIRGINIA REGISTRATION STATEMENT FOR CHARITABLE SOLICITATIONS

1. Name of organization	<u>Alexandria Rotary Foundation</u>	OFFICE USE ONLY
2. Address	<u>P.O. Box 20271, Alexandria, VA 22320-1271</u>	Date Registration Granted
3. Telephone number	<u>(703) 683-2582</u>	
4. Is organization a corporation	<u>X</u> , partnership <u> </u> , Other <u> </u>	
5. Date organization was legally established	<u>April 16, 1990</u> (specify)	
Place organization was legally established	(State) <u>VA</u> (City) <u>Alexandria</u>	
6. Is organization exempt under the Internal Revenue Code?	YES <u> </u> NO <u> </u>	
If yes, enclose a copy of your determination letter. (Appl. Pending) will forward you receipt.		
7. Purpose for which organization was formed	<u>Provide Long-Term Vehicle for Educational and Charitable Grants By Alexandria, Virginia Rotary Club</u>	
8. Name or names under which the organization intends to solicit	<u>Alexandria Rotary Foundation</u>	
9. addresses of all offices located in Virginia.	<u>P.O. Box 20271, Alexandria, Virginia 22320-1271</u>	
10. Name and address of designated agent for receipt of process within the Commonwealth of Virginia.	Name <u>Gant Redmon</u> Address <u>510 King Street</u> <u>Alexandria, VA 22314</u>	
11. Names and addresses of any chapters, branches, or affiliates in Virginia.	Name <u> </u> Number and Street <u> </u> City and State <u> </u> <u>None</u>	
12. Give the names and addresses of the officers, directors, trustees and the principal salaried executive staff officer. Designate as follows: *Those having authorized signatory power over organizational funds. **Those who approve the budget of the organization.	Name & Title <u>C. Craven Hughess</u> Number and Street <u>8808-H Pear Tree Court</u> City and State <u>Alexandria, VA</u> <u>President</u>	

<u>Name & Title</u>	<u>Number and Street</u>	<u>City and State</u>
<u>Gant Redmon</u>		
<u>1st Vice President</u>	<u>510 King St., Suite 301</u>	<u>Alexandria, VA</u>
<u>Phillip Colcough, Jr.</u>		
<u>2nd Vice President</u>	<u>415 N. Alfred St.</u>	<u>Alexandria, VA</u>
<u>Leon A. Duncan</u>		
<u>Secretary</u>	<u>311 S. Washington St.</u>	<u>Alexandria, VA</u>
<u>John C. McCune, Jr.</u>		
<u>Treasurer</u>	<u>421 E. Clifford Avenue</u>	<u>Alexandria, VA</u>

13. Purpose(s) for which contributions shall be used. Educational And Charitable Grants
14. Does the organization intend to solicit contributions from the public directly?
 YES NO
15. Does the organization intend to have contributions solicited on its behalf by other
 YES NO
16. Is all or any part of the solicitation of contributions by the organization directly or indirectly planned, conducted, managed or carried on with the present advice or consultation of a person (organization, corporation, partnership, etc.) who is or has been paid a fee by the organization under an agreement?
 YES NO
17. Is the person referred to in 16 above a bona fide salaried officer or employee of the charitable organization or it's parent organization?
 YES NO N/A
18. Does the person (organization, corporation, partnership, etc.) referred to in 16 above solicit contributions personally or through his agents, servants, or through agents, servants, or employees specially employed by or for the charitable organization filing this form?
 YES NO N/A
19. If a "yes" answer was given to question 16 above and a "no" answer was given to question 17 above, the charitable organization shall be deemed to have contracted with a professional fund-raising counsel and shall file a copy of the written agreement between the organization and the professional fund-raising counsel within ten (10) days after it is signed. N/A
20. If question 16 was answered "yes" and question 17 was answered "no", and question 18 was answered "yes", the charitable organization shall be deemed to have contracted with a professional solicitor and shall file written agreement between the organization and the professional solicitor within ten (10) days after it is signed. N/A
21. Has the charitable organization been authorized to solicit contributions by any other state or local governmental authority?
 YES NO

If the answer is "yes", list the states and localities.

22. Is or has the charitable organization or any officer, professional fund-raising counsel or professional solicitor for the organization been enjoined by any court or otherwise prohibited from soliciting contributions in any jurisdiction?

YES _____ NO X

23. Is or has the charitable organization or any officer, professional fund-raising counsel or professional solicitor ever been convicted of a felony?

YES _____ NO X

NOTE: If the answer to either 22 or 23 above is "yes" explain in detail on an attached appendix the nature of the proceedings, giving the date such event took place along with all relevant facts.

24. Describe in detail on an attached appendix, the charitable solicitation activities proposed by the organization in the fiscal year for which this statement is made, including the standards, criteria, procedures and other means adopted or planned by the organization for carrying out these activities.

25. Describe in detail on an attached appendix, the expected sources of funds such as contributions, gifts, grants or other forms of donations, along with the nature and amounts of principal contemplated expenses in the fiscal year for which this statement is made. (To be completed by those organizations which have no prior financial history. Please indicate fiscal year.)

26. FUND-RAISING EXPENSES New Organization-only minimal expenses anticipated-is volunteer effort of Rotarians.

(a) Fund raising expenses for your last fiscal year..... \$ _____

(b) Total support received directly from the public during your last fiscal year \$ _____

(c) Line (a) divided by line (b) _____

27. FINANCIAL REPORTS - The following must be attached hereto:

(a) A copy of the certified annual audit for the organization's immediate preceding fiscal year, or

(b) A copy of the completed Internal Revenue Service Form 990 (Return of Organization Exempt from Income Tax) with the certification of an independent public accountant designating the method of financial reporting used by the organization.

OATH OR AFFIRMATION

We, the undersigned, Chief Fiscal Officer, and President (or other designated officer) duly authorized to act for the organization for which this statement is made, swear and affirm under penalties provided by law that this statement (including any accompanying appendices) has been examined by us and is, to the best of our knowledge and belief, a true, correct and complete statement, pursuant to the laws of the Commonwealth of Virginia.

_____	_____	_____
(Date)	(Signature of Chief Fiscal Officer)	Treasurer (Title)
	John McCune	_____
	(Print Name)	(Address)
_____	_____	_____
(Date)	(Signature of Officer)	Vice President (Title)
	Gant Redmon	_____
	(Print Name)	(Address)

SUBSCRIBED AND SWORN BEFORE ME THIS _____ DAY OF _____, 19__.

NOTARY PUBLIC

SCHEDULE OF REGISTRATION FEES EFFECTIVE APRIL 1, 1984

<u>FEE</u>	<u>CRITERIA</u>
\$30	If your gross contributions for the preceding year do not exceed \$25,000.
\$50	If your gross contributions exceed \$25,000 but do not exceed \$50,000.
\$100	If your gross contributions exceed \$50,000 but do not exceed \$100,000.
\$200	If your gross contributions exceed \$100,000 but do not exceed \$500,000.
\$250	If your gross contributions exceed \$500,000 but do not exceed one million dollars.
\$325	If your gross receipts exceed one million dollars.

Organizations with no prior financial history filing an initial registration shall be required to pay an initial fee of \$100. Organizations with prior financial history filing an initial registration shall be required to pay an initial fee of \$100 in addition to the annual registration fee. Any organization which allows its registration to lapse, without requesting an extension of time to file, shall be required to resubmit an initial registration. An extension may be granted upon receipt of a written request.

COMPUTATION FOR FEE CRITERIA

TOTAL DIRECT PUBLIC SUPPORT		\$ _____
TOTAL INDIRECT PUBLIC SUPPORT	\$	_____
SUBTRACT: Funds received from federated fund rais- ing organization (FFO)**		
	\$	_____
(Complete Name FFO: _____)		
		(NET) _____
SPECIAL FUND RAISING EVENTS (NET)		_____

GROSS CONTRIBUTIONS		_____

** The federated fundraising organization must be registered with the Office of Consumer Affairs.

12. (continued) List of Trustees.

William B. Howard
Trustee

118 N. St. Asaph St.

Alexandria, VA

Philip R. Johnson
Trustee

4202 Wheeler Ave.

Alexandria, VA

Robert D. Kelly
Trustee

6019 Tower Court

Alexandria, VA

William E. Sheely
Trustee

200 Little Falls St.

Alexandria, VA