

**ARTICLES OF RESTATEMENT OF
ALEXANDRIA ROTARY FOUNDATION
A Virginia Nonstock Corporation**

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

The name of the corporation immediately prior to restatement is ALEXANDRIA ROTARY FOUNDATION.

The Restatement contains an amendment to the Articles of Incorporation.

The text of the Amended and Restated Articles of Incorporation is attached hereto.

The Restatement was adopted by the corporation on November 14, 2023, by action of the Board of Trustees, by unanimous consent, without member approval pursuant to § 13.1-885 of the Code of Virginia, as the corporation has no members.

Executed in the name of the corporation by:

Donna K. Wilson
(signature)

4/16/2024
(date)

Donna Wilson
(printed name)

secretary
(corporate title)

03574001
(corporation's SCC ID no.)

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ALEXANDRIA ROTARY FOUNDATION

These Amended and Restated Articles of Incorporation, having been adopted on April 11, 1990 in order to establish a nonprofit nonstock corporation pursuant to the Virginia Nonstock Corporation Act, (Chapter 10, Title 13.1 of the Virginia Code) and amended, in part, by action of the Board of Trustees on November 14, 2023, are hereby amended, restated and certified by the undersigned:

ARTICLE I

NAME

The name of the Corporation shall be: ALEXANDRIA ROTARY FOUNDATION.

ARTICLE II

EXISTENCE

The Corporation (hereinafter referred to as ‘the Foundation’) shall have perpetual existence.

ARTICLE III

PURPOSE AND POWERS

A. Purpose: The purpose of the Foundation is to provide philanthropic support on local, national, and international levels. In addition to its own efforts, the Foundation may work with the Rotary International Foundation, the Rotary Club of Alexandria, other Rotary clubs, and other non-profit organizations. The support provided is intended to fall within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

B. Powers: In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions in Section C of this Article, the corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon not-for-profit nonstock corporations organized under the laws of the Commonwealth of Virginia, except as limited by these Articles of Incorporation, and including, without limiting the generality of the foregoing, receiving, maintaining, and dealing with, in any manner whatsoever, real or personal property or a fund or funds of real or personal property and using and applying the whole or any part thereof, including income therefrom; PROVIDED, however, that such use be exclusively and irrevocably applied to the philanthropic purposes of the Foundation.

c. Restrictions upon the powers of Trustees and others:

1. No part of the net earnings of the Foundation shall inure to the benefit of any Trustee or Officer of the Foundation, nor to any other or private individual {except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes), and no Trustee or Officer of the Foundation or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Foundation, or otherwise. Any and all property, both real and personal, which may be owned by this Foundation- at any time, is and shall always be exclusively and irrevocably dedicated to the philanthropic purposes of this Foundation. The Foundation shall never be operated for the primary purpose of carrying on a trade or business for profit. No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation within the meaning of Section 501 (h) of the Code. The Foundation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. No part of the assets of the Foundation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

3. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on, (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

4. Upon dissolution of the Foundation, its assets shall be disposed of according to the procedures specified in applicable laws of the Commonwealth of Virginia. After all liabilities have been discharged or otherwise provided for, the Foundation's remaining assets shall be disposed of exclusively for the purposes of the Foundation, or assigned to such organizations or organizations as shall, at the time, qualify as exempt from federal income taxation under Section 501 (c) (3) of the Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by decree of the appropriate court having such jurisdiction within the Commonwealth of Virginia, exclusively for such purposes, or assigned to organizations, which, at the time, are exempt from taxation under Section 501 (c) (3) of the Code (or the corresponding provision of any future law).

ARTICLE IV

REGISTERED OFFICE AND AGENT

The operation of the Foundation shall be conducted at such places within or outside the United States as may from time to time be determined by the Board of Trustees. The address of the initial registered office of the Corporation is Suite 301, 510 King Street, in the City of Alexandria, Virginia, 22314. The name of its initial registered agent is Gant Redmon, a resident of the Commonwealth of Virginia, whose business address is the same as the registered office of the Corporation, and who is a member of the Virginia State Bar.

ARTICLE V

The control and management of the affairs of the Foundation and of the disposition of its funds and property shall be vested in a Board to be known as "the Board of Trustees". The number of Trustees shall be the same as the number of members of the Board of Directors of the Rotary Club of Alexandria. The Trustees' terms of office and the manner of their selection and election shall be determined according to the Bylaws of the Foundation. The Trustees may, by resolution, designate such committees as may be necessary and appropriate to carry out the functions and responsibilities of the Foundation, and may appoint members of the Rotary Club of Alexandria to serve as members and chairs of such committees .

ARTICLE VI

VOTING AND ELECTIONS

The Foundation shall have no members, shareholders, nor capital stock. The entire voting power for all purposes shall rest in the Board of Trustees, each of whom shall be entitled to one vote on each matter submitted to a vote. Voting by proxy shall not be permitted. The Trustees of the Foundation shall be the officers and directors of the Rotary Club of Alexandria, whose terms of office shall coincide.

ARTICLE VII

BYLAWS

The initial Bylaws of the Foundation shall be as adopted by the Board of Trustees. Such Board shall have the power to alter, amend, or repeal the Bylaws. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Foundation which are not inconsistent with the law, or these Articles of Incorporation, as the same may from time to time to be amended. However, no Bylaw at any time in effect, and no amendment to the Articles, shall have the effect of the giving any Trustee or Officer of this Foundation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE VIII

AMENDMENT


Except as herein expressly restricted, the BOARD OF TRUSTEES reserves the right from time to time to amend, alter, change or repeal these Articles of Incorporation.

ARTICLE IX

INDEMNIFICATION

The Foundation shall indemnify each of its Trustees and Officers, against expenses actually and reasonably incurred in connection with the defense or settlement of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being, or having been such Trustee or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding, to be liable for gross negligence or misconduct in the performance of duty to the Foundation.

EXECUTED this 14th day of November, 2023.



Donna Wilson, Secretary