

ARTICLES OF INCORPORATION

OF

ALEXANDRIA ROTARY FOUNDATION

The undersigned, having determined to establish a nonprofit, nonstock corporation pursuant to the Virginia Nonstock Corporation Act, (Chapter 10, Title 13.1 of the Virginia Code) hereby certifies:

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

PURPOSES AND POWERS

A. Purposes: The Foundation is organized and formed exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (the "Code"). The objectives and purposes of the Foundation are:

1. To encourage the education of worthy students while they are enrolled in an educational institution and to assist in the public welfare and the education of our people;

2. To provide assistance to the sick, crippled, aged, and helpless who are in need through such activities as may be desirable for accomplishing the stated purposes of the Foundation;

3. To improve the qualifications and attainments of Alexandria students and citizens by establishing and maintaining high standards and promoting peace and understanding among all peoples of the world through communication and education;

4. To assist public and private schools (elementary and secondary), and colleges, universities, and technical schools, and other charitable institutions and organizations in

the teaching and education of the youth of Alexandria;

5. To provide scholarships, prizes, awards, educational loans, and other kinds of support to assist or reward students engaged in study;

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 charitable or educational 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 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 charitable or educational 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 propoganda 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 propoganda 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 organization or organizations as shall, at the time, qualify as exempt from Federal income taxation under Section 501 (c) (3) of the Code, as 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 Corporation and of the disposition of its funds and property shall be vested in a Board of Directors to be known as "Trustees". The number of Trustees (which may not be less than five, nor more than eleven), their terms of office and the manner of their selection and election shall be determined according to the Bylaws of the Foundation from time to time in force.

#### 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 Alexandria Rotary Club, 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 be amended. However, no Bylaw at any time in effect, and no amendment to the Articles, shall have the effect of 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

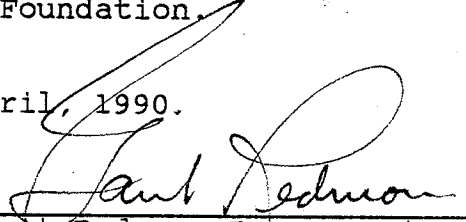
Except as herein expressly restricted, the BOARD OF TRUSTEES reserves the right from time to time to amend, alter, change or repeal these Articles of Incorporation.

ARTICLE IX

INDEMNIFICATION

The Foundation shall indemnify each of its Trustees, Directors, 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, Director, 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 11<sup>th</sup> day of April, 1990.

  
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Gant Redmon, Incorporator