



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

1111010088

1111010088

October 31, 2011

MICHAEL J HOLLERAN
WALTON & ADAMS
1925 ISAAC NEWTON SQ #250
RESTON, VA 20190

RECEIPT

RE: ROTARY CLUB OF MCLEAN, INC.

ID: 0113857 - 7

DCN: 11-10-24-0025

Dear Customer:

This is your receipt for \$25.00 to cover the fee(s) for filing articles of restatement for a corporation with this office.

The effective date of the restatement is October 31, 2011.

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

AMENACPT
CIS0436

ENTITY NAME: OPERATIONS ROTARY CLUB OF McLEAN, INC.

Name availability done in: 2011 OCT 24 AM 10:17

Initials: _____ Conflict with ID #: _____

eFile: _____

ENTITY ID #: 0113857-7

CIS: _____

DCN #: 111024 0025

MF 10/28/25

CHARTER EXAMINER WORKSHEET

CHARTER / ENTRANCE FEE _____

JURISDICTION: _____

FILING FEE 25

SPECIAL EFFECTIVE DATE / TIME

EXPEDITE FEE(S) _____

TOTAL FEES 25

INDUSTRY CODE: _____

AMENDMENT OR OTHER INFORMATION:

SEND COPY TO: _____

OK JSD 10/31/11

Don Amend & Re-state. No name change. Nonstock

COPYWORK REQUESTED:

CORRESPONDENT:

AMOUNT AVAILABLE FOR COPYWORK: _____

____ MAIL
____ CALL _____
____ FAX _____
____ FED EX _____

CISMAF CIS 10/31/11
1 54 CISM0180 CORPORATE DATA INQUIRY 10:05:38

CORP ID: 0113857 - 7 STATUS: 00 ACTIVE STATUS DATE: 11/22/05
CORP NAME: ROTARY CLUB OF MCLEAN, INC.

DATE OF CERTIFICATE: 10/16/1967 PERIOD OF DURATION: INDUSTRY CODE: 00

STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: N NON-STOCK

MERGER IND: CONVERSION/DOMESTICATION IND:

GOOD STANDING IND: Y MONITOR INDICATOR:

CHARTER FEE: MON NO: MON STATUS: MONITOR DTE:

R/A NAME: MICHAEL J HOLLERAN

WALTON & ADAMS

STREET: 1925 ISAAC NEWTON SQ #250

AR RTN MAIL:

CITY: RESTON

STATE : VA ZIP: 20190

R/A STATUS: 4 ATTORNEY

EFF. DATE: 04/02/03 LOC.: 129

ACCEPTED AR#: 211 17 5739 DATE: 10/13/11

FAIRFAX COUNTY

CURRENT AR#: 211 17 5739 DATE: 10/13/11 STATUS: A ASSESSMENT INDICATOR: 0

YEAR FEES PENALTY INTEREST TAXES BALANCE TOTAL SHARES

11 25.00

COMMAND:

4AÛ

06,016

1111010088

CISMAF
1 54 CISM0250

CIS
MICROFILM INQUIRY

10/31/11
10:05:41

CORP ID: 0113857 - 7 CORP STATUS: 00 ACTIVE
CORP NAME: ROTARY CLUB OF MCLEAN, INC. _____

COURT LOCALITY: 129 FAIRFAX COUNTY

TOTAL CHARTER FEES:

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
03 04 01 0899	RAC > REGISTERED AGE	04/02/03		1
02 01 04 0267	RAC > REGISTERED AGE	01/12/02		1
96 06 03 0649	RAC > REGISTERED AGE	06/14/96		1
96 03 06 1015	RAC > REGISTERED AGE	03/20/96		1
90 07 05 0031	RTNM > RETURNED MAIL	07/19/90		2
90 05 04 0263	ADMC > ADMINISTRATIVE	05/10/90		1
80 15 07 0151	CONV > CONVERSION DOC	02/22/83		

COMMAND:

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06,014

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 31, 2011

The State Corporation Commission has found the accompanying articles submitted on behalf of
ROTARY CLUB OF MCLEAN, INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

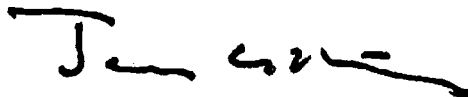
CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the
Commission, effective October 31, 2011.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF RESTATEMENT AND AMENDMENT OF

Rotary Club of McLean, Inc.

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:

1. The name of the corporation immediately prior to restatement is Rotary Club of McLean, Inc.).
2. The restatement contains amendments to the articles of incorporation.
3. The text of the (amended and) restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on (date) October 18, 2011.
5. The restatement and amendment was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:
 - (a) the total number of undisputed votes cast for the restatement separately by each voting group was:

Voting group: Active members:
Total undisputed votes **FOR** thirty-one (31)
Total undisputed votes **AGAINST** zero (0)
Combined votes (total of above): thirty-one (31)
 - (b) And the number cast for the restatement by each voting group was sufficient for approval by that voting group.

Executed in the name of the corporation by:

Signed: Cherry Baumbusch
Cherry Baumbusch

Date: October 19, 2011
Corporate President

SCC ID No.: 0113857-7

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF McLEAN, INC.

- I. The name of the corporation is ROTARY CLUB OF McLEAN, INC.
- II. This restatement of the Articles of Incorporation contains the text of amended and restated articles of incorporation, amending the Articles dated October 5, 1967 and approved by the State Corporation Commission on October 16, 1967.
- III. This corporation is a Virginia non-stock corporation. Its purpose is charitable and benevolent and to encourage and promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International.
- IV. All of the assets and earning shall be used exclusively for the purposes herein above set out, including the payment of expenses incidental thereto; no part of the net earnings shall insure to the benefit of any private entity or individual, and no substantial part of its activities or of any organization to which it may contribute shall be for the carrying on of propaganda, or otherwise attempting to influence legislation or participate in or influence any political campaign, or any other activity that would disqualify the corporation from tax exemption under Section 501 of the Internal Revenue Code other applicable federal, state or local law or regulation now or hereinafter enacted.
- V. The bylaws of this corporation shall designate a class or classes of members, stating the qualifications and rights of the members of each class and conferring, limiting or denying the right to vote. In the absence of such a by-law provision, the corporation shall have two classes of members, namely: active and honorary, who shall be individuals who have been approved by the corporation for such membership, with only active members having a privilege of voting in any of the organization's functions or activities.
- VI. The board of directors shall consist of three or more individuals with the size of the board of directors to be variable. A minimum number and a maximum number of board members shall be specified in the by-laws.
- VII. The board of directors shall consist of and be divided into groups:
 - a. A group of three or more individuals to serve as directors with one year terms who are elected by members

possessing voting privileges. The number (or a range of number) of these directorship positions shall be approved by members possessing voting privileges and shall be specified in the by-laws.

- b. A group of zero or more individuals to serve as directors with one year terms who are elected by members of the board of directors. The number (or a range of number) of these directorship positions shall be approved by members possessing voting privileges and shall be specified in the by-laws.
- c. A group of zero or more individuals to serve as directors with staggered two-year terms. The number (or a range of number) of these directorship positions shall be approved by members possessing voting privileges and shall be specified in the by-laws. As near as possible, one half of these directors shall be elected each year by members with voting privileges.
- d. A group of zero or more individuals to serve as directors with staggered three-year terms. The number (or a range of number) of these directorship positions shall be approved by members possessing voting privileges and shall be specified in the by-laws. As near as possible, one third of these directors shall be elected each year by members with voting privileges.

- VIII. Rules for the conducting of business at any meeting of the corporation may be prescribed by the corporation's by-laws.
- IX. The bylaws of the corporation may contain a provision governing requirements for a quorum.
- X. The period of duration of this corporation is unlimited.
- XI. In the event that this corporation is dissolved for any reason the assets will be distributed to a non-profit organization of similar purpose, and no part of said assets will accrue to the personal gain of any individual.

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