

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
THE MCLEAN ROTARY CLUB FOUNDATION, INC.

1. On August 1, 1972, in a meeting, the Board of Directors of the Corporation, by a vote of at least two-thirds of the Directors in office, adopted the following proposed amendment of its Articles of Incorporation.

ARTICLE THIRD, Sub-Paragraph (1): omit the word "benevolent" and state as follows: "to accept gifts, bequests, devices, legacies or other contributions for educational and charitable uses or purposes."

ARTICLE FIFTH, Section 4. to be added as follows:
"This Corporation is not a private foundation."

2. There are no members of the Corporation.

EXECUTED in the name of the Corporation by its President and its Secretary who declare under the penalties of perjury that the facts stated therein are true.

DATED: August 8, 1972.

THE MCLEAN ROTARY CLUB FOUNDATION, INC.

BY: R. Roland Showalter
PRESIDENT

and S. Fendell Stork
SECRETARY

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION✓
AT RICHMOND,
August 14, 1972

The accompanying articles having been delivered to the State Corporation Commission on behalf of

The McLean Rotary Club Foundation, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Fairfax County

STATE CORPORATION COMMISSION
By *W. Paul Hodder*
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Fairfax County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 29th day of Aug, 1972, and is now returned to the State Corporation Commission by certified mail.

M. B. [Signature]
Clerk

ARTICLES OF INCORPORATION

OF

THE MCLEAN ROTARY CLUB FOUNDATION, INC.

This is to certify that we do hereby associate ourselves to establish a corporation not organized for profit, in which no capital stock is required or to be issued, under and by virtue of Title 13.1, Chapter 2, Code of Virginia, 1950, as amended, for the purposes and under the corporate name, hereinafter mentioned, and to that end we do, by our certificate, set forth as follows:

FIRST: The name of this corporation shall be THE MCLEAN ROTARY CLUB FOUNDATION, INC.

SECOND: The location of its principal office for the transaction of its business shall be c/o R. Roland Showalter, 8600 Leesburg Pike, McLean, Virginia 22101.

THIRD: The purpose or purposes for which said Corporation is formed are:

(1) To accept gifts, bequests, devices, legacies or other contributions for educational, charitable or benevolent uses or purposes:

(2) To encourage and promote the well-being of mankind, regardless of race, creed or color;

(3) To expend, contribute, disburse and otherwise handle and dispose of the funds and property of this Corporation for such purposes, either directly or by contribution to other agencies, organizations or institutions organized for one or more of such purposes. Income for each taxable year shall be distributed at such time and in such a manner as not to subject the Corporation to taxes for failure to distribute income.

In the furtherance of the purposes for which this Corporation is formed, but not in limitation thereof, the directors may:

(1) Accept any gift, bequest, device, legacy or other contribution for the purposes of this Corporation with or without any condition or limitation as to the application thereof, except that no such condition or limitation shall be inconsistent with the purposes and limitations hereof, and the directors and officers may decline to accept any gift, bequest, device, legacy or other contribution for any reason which, in their absolute discretion, they may deem sufficient;

(2) Acquire and retain every kind of property, real, personal and mixed, and every kind of security, and invest and reinvest any of the funds of this Corporation;

(3) Give or lend money to worthy students to assist them financially while they are enrolled in an educational institution;

(4) Furnish assistance to the sick, crippled, aged and helpless who are in need;

(5) Assist charitable and educational institutions, organizations and activities, whether supported wholly or in part by private donations or public funds.

FOURTH: The post-office address of the initial registered office is 10560 Main Street, Fairfax, Virginia, 22030. The name of the County in which the initial registered office is located is the County of Fairfax. The name of its initial registered agent is ALPHONSE J. AUDET, JR. who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the registered office of the Corporation.

FIFTH: Section 1. No part of the income or principal of this Corporation shall be applied for any purpose which could constitute a "Prohibited Transaction" as defined in Section 503 (c) of the Internal Revenue Code (as the same now exists or may be hereafter amended), and no part of the activities of this Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not

participate or intervene in any political campaign on behalf of any candidate for public office.

Section 2. None of the funds or property of this Corporation may be used in any form or manner for the benefit of any member of the Corporation or any such member, director, or officer, nor may any of said funds or property be used for the personal benefit of any officer, director or shareholder of any corporation or association or any person or his family donating funds or property to this Corporation.

Section 3. This Corporation shall be prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making any investments which jeopardize its charitable purpose and from making any taxable expenditures.

SIXTH: All property and funds of this Corporation at the time of dissolution shall be paid over to such corporations, trusts, funds or foundations as may be selected by the directors of this Corporation and which have been recognized as exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code (as the same now exists or may hereafter be amended) by the Commissioner of Internal Revenue (or such other public officer as may be serving in that capacity), provided that the officers and directors of this Corporation shall have obtained from the recipient an agreement in writing that any amount so received shall be applied exclusively to charitable or educational purposes.

SEVENTH: The number of initial directors of the Corporation shall be five (5) all of whom shall be members of the Rotary Club of McLean, Inc., and elected annually by the Board of Directors of the Rotary Club of McLean, Inc. The names of the directors who shall assist until the first annual meeting or until their successors are duly chosen and qualified are:

NAME	ADDRESS
R. ROLAND SHOWALTER	8600 Leesburg Pike McLean, Virginia 22101
WILLIAM M. STELL	6819 Elm Street McLean, Virginia 22101
E. KENDALL STOCK	1427 Dolley Madison Boulevard McLean, Virginia 22101
STAN KENNEDY	1387 Chain Bridge Road McLean, Virginia 22101
VIRGIL J. HARRIS	1245 Beverly Road McLean, Virginia 22101

EIGHTH: The Corporation is not authorized to issue stock or have members.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have heretunto subscribed our names this 8th day of October, 1970.

R. Roland Showalter (SEAL)
R. ROLAND SHOWALTER

William M. Stell (SEAL)
WILLIAM M. STELL

E. Kendall Stock (SEAL)
E. KENDALL STOCK

Stan Kennedy (SEAL)
STAN KENNEDY

Virgil J. Harris (SEAL)
VIRGIL J. HARRIS

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
October 14, 1970

The accompanying articles having been delivered to the State Corporation Commission on behalf of
The McLean Rotary Club Foundation, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Fairfax County

STATE CORPORATION COMMISSION

By

[Handwritten Signature]

Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Fairfax County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 22nd day of Oct. 1970 and is now returned to the State Corporation Commission by certified mail.

[Handwritten Signature]
Clerk