

**ARTICLES OF INCORPORATION
OF
SOUTH BRUNSWICK ISLANDS ROTARY FOUNDATION**

The undersigned, being a person over eighteen (18) years of age, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Nonprofit Corporation Act, Chapter 55A of the General Statutes of North Carolina.

ARTICLE I - NAME

The name of this corporation shall be the South Brunswick Islands Rotary Foundation.

ARTICLE II— DURATION

The duration of the Corporation shall be perpetual. The Corporation was incorporated after the effective date of the North Carolina Nonprofit Corporation Act.

ARTICLE III - NONPROFIT PURPOSE

The Corporation is a "charitable or religious Corporation" within the meaning of N.C.G.S. 55A-1-40(4). The Corporation is organized exclusively for charitable, educational, religious, literary and scientific purposes within the meaning of sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code"). The Corporation shall have the power to engage in any lawful activity for which Corporations may be organized under Chapter 55A of the General Statutes of North Carolina, so long as the Corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code, including, but not limited to, (i) support the Rotary Club of South Brunswick Island's leadership vision and activities through investments that will produce a positive impact on the lives of People in our city, our region, and the world, and (ii) solicit and develop the financial resources and support necessary to carry out the charitable purposes of the Corporation.

ARTICLE IV - MEMBERSHIP

The Members of the Corporation shall consist of those individuals who are active members in good standing of the Rotary Club of South Brunswick Islands, and Membership of this Corporation shall terminate when Membership in the Rotary Club of South Brunswick Islands terminates. No Member shall be entitled to share in the distribution of the Corporate Assets upon the dissolution of the Corporation.

ARTICLE V - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by a Board of Directors, the number, qualifications and method of election to be established in the Bylaws of the Corporation.

ARTICLE VI— FORBIDDEN ACTIVITIES

No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private person, except that reasonable compensation may be paid for services rendered to or for the Corporation and payments may be made in furtherance of the purposes set forth in Article III, and no director, officer of the Corporation, or any private person shall be entitled to share in the distributions of any of the corporate assets on

dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct any activities not permitted to be conducted by an organization exempt under section 501(c)(3) of the Code and its related Treasury regulations, as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of such Code and Regulations, as they now exist or may hereafter be amended.

ARTICLE VII— DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation to The Rotary International Foundation, a 501(c)(3) Corporation. Any such assets not so disposed of shall be disposed of by the Clerk of the Superior Court of Brunswick County, North Carolina to such organization or organizations as the Clerk of the Superior Court of Brunswick County shall determine are organized and operated exclusively for such purposes and at the time qualify as exempt organizations under section 501(c)(3) of the Code, or to federal, state, or local governments to be used exclusively for public purposes.

ARTICLE VIII— LIMITATION ON LIABILITY

To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the Corporation shall be personally liable to the Corporation or any other party for monetary damages for breach of any duty as a director. In the event that N.C.G.S. 55A-8-50 through N.C.G.S. 55A-8-58 or any other provisions of the North Carolina General Statutes are amended or enacted to permit further limitation or elimination of the personal liability of directors of nonprofit Corporations, the personal liability of the Corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law. This Article VIII shall not affect any provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws or any contract or resolution of the Corporation indemnifying or agreeing to indemnify a director against personal liability. No repeal or modification of these Articles of Incorporation shall eliminate or reduce any director's protection from personal liability granted herein with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may not be amended to prevent the Corporation from qualifying as an exempt organization under section 501(c)(3) of the Code.

ARTICLE XI— INITIAL REGISTERED AGENT AND OFFICE

- a. The street address and county of the initial registered office of the Corporation is 9930 Beach Drive, Unit #1, Calabash, Brunswick County, North Carolina.
- b. The mailing address of the initial registered office of the Corporation is 9930 Beach Drive,

Unit #1, Calabash, North Carolina 28467.

c. The name of the initial registered agent of the Corporation is Thomas Gutierrez, CPA.

ARTICLE XII - PRINCIPAL OFFICE

a. The street address and county of the principal office of the Corporation is 9930 Beach Drive, Unit #1, Calabash, Brunswick County, North Carolina.

b. The mailing address of the principal office of the Corporation is P. O. Box 2894, Shallotte, North Carolina 28459.

ARTICLE XIII - INCORPORATORS

The name and address of the incorporators are:

- a. Robert F. Stinson, 602 Planter's Ridge Drive, Sunset Beach, NC, 28468
- b. Cindy H. Reed, 4560 White Street, Shallotte, NC 28470
- c. Dr. Gregory P. Rupp, 4902 Main Street, Suite A, Shallotte, NC 28470
- d. Carol Strother Petrea, 27 Fairmont Street, Ocean Isle Beach, NC 28469
- e. William J. Wylie, Sr., 144 Windsor Circle, SW, Ocean Isle Beach, NC 28469
- f. Gary E. Olin, 359 Wampee Street, NW, Calabash, NC 28467

ARTICLE XIV - EFFECTIVE DATE

These Articles shall be effective upon filing.

IN WITNESS WHEREOF, I have hereunto set my hand this 5 day of MARCH, 2018.



Signature of Incorporator

Robert F. Stinson

Typed Incorporator's Name