

**ARTICLES OF INCORPORATION
OF
SOUTHWEST PACIFIC COUNTY
PENINSULA ROTARY FOUNDATION**

A Nonprofit Corporation

The undersigned, acting as incorporators under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby adopts the following Articles of Incorporation for the purpose of forming a nonprofit corporation.

**ARTICLE I
Name**

The name of the Corporation is SOUTHWEST PACIFIC COUNTY PENINSULA ROTARY FOUNDATION.

**ARTICLE II
Duration**

The period of duration of the Corporation is perpetual.

**ARTICLE III
Purposes**

The purpose for which the Corporation is formed is to operate exclusively for charitable, scientific and educational purposes.

**ARTICLE IV
Powers**

The Corporation shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "IRC"), and to the corresponding section of any future United States tax code.

**ARTICLE V
Nonprofit Organization and Operation**

5.1 This Corporation is organized exclusively for charitable, scientific and educational purposes as a nonprofit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer or individual. The Corporation shall have no capital stock. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation.

5.2 The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any

candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

5.3 This Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under IRC Section 501(c)(3) or by an organization to which contributions are deductible under IRC Section 170(c)(2) or activities which would cause it to be classified as a private foundation under IRC Section 509.

ARTICLE VI
Initial Registered Office and Agent

6.1 The registered agent of the Corporation is _____.

6.2 The registered office of the Corporation, which is also the business office of the registered agent, is

ARTICLE VII
Limitation of Liability of Members, Directors, and Officers

A member, director, or officer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for conduct as a member, director, or officer, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law, or (ii) any transaction from which the member, director, or officer will personally receive a benefit in money, property or services to which such person is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of members, directors, or officers, then the liability of a member, director, or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation act, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Corporation shall not adversely affect any right or protection of a member, director, or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
Committees

Subject to statutory limitation, the Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committee shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided in such resolution.

ARTICLE IX

Indemnification

The Corporation shall indemnify its members, directors, and officers against all liability, damage, or expense resulting from the fact that such a person is or was a member, director, or officer, to the maximum extent and under all circumstances permitted by law; except that the Corporation shall not indemnify a member, director, or officer against all liability, damage or expense resulting from the member's, director's, or officer's gross negligence.

**ARTICLE X
Directors**

The management of this Corporation shall be vested in a Board of Directors. The Board of Directors of the Corporation shall consist of not more than nine (9) nor less than five (5) directors. The number of directors within the ranges established by these Articles and the method of selecting directors shall be fixed by the Bylaws of the corporation. A decrease in the number of directors shall not shorten an incumbent director's term. Directors shall be appointed at the organizational meeting of the initial Board of Directors and at each annual meeting thereafter. The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who are to serve as initial directors of the Corporation until the first annual meeting of the members or until their successors are elected and qualified are:

**ARTICLE XI
Membership**

The Corporation shall have members. The membership of the Corporation shall be comprised of the members of the Southwest Pacific County Peninsula Rotary Foundation.

**ARTICLE XII
Tax Exempt Status**

12.1 The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC Section 501(c)(3), or corresponding section of any future federal tax code.

12.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under IRC Section 170(c)(2), or corresponding section of any future federal tax code.

ARTICLE XIII
Distribution Upon Dissolution

Upon the dissolution of the Corporation, all assets of the Corporation remaining after payment of creditors shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed first to Rotary International Foundation, then to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Superior Court of the count in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
Transactions Involving Directors

14.1 No contracts or other transactions between this Corporation and any other corporation, and no act of this Corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.

14.2 Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

ARTICLE XV
Bylaws

The Bylaws shall be adopted by the Board of Directors. The power to amend and repeal the Bylaws shall be vested in the membership.

ARTICLE XVI
Incorporators

The names and addresses of the incorporators of the Corporation are as follows:

ARTICLE XVII
Additional Restrictions and Requirements

Until this Corporation is determined by the Commissioner of Internal Revenue to be an organization other than a “private foundation” within the meaning of IRC Section 509(a), the following additional restrictions and requirements are imposed:

16.1 Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in IRC Section 4941(d).

16.2 Distributions. The Corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by IRC Section 4942.

16.3 Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in IRC Section 4943(c).

16.4 Investments. The Corporation shall not make any investments in such a manner as to subject it to tax under IRC Section 4944.

16.5 Expenditures. The Corporation shall not make any taxable expenditures as defined in IRC Section 4945(d).

IN WITNESS WHEREOF, each of the undersigned incorporators of this Corporation has this _____ day of _____ 2010, hereunto set his(her) hand and seal in duplicate.

, Incorporator

, Incorporator

, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, _____, hereby consent to serve as registered agent, in the State of Washington, for **SOUTHWEST PACIFIC COUNTY PENINSULA ROTARY FOUNDATION**, a Nonprofit Corporation. I understand that as agent for the Corporation, it will be my responsibility to accept Service of Process in the name of the Corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the Corporation for which I am agent.

DATE: _____

Registered Agent

Address of Registered Agent:

