

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF WENATCHEE, WASHINGTON U.S.A.**

The undersigned, Frank T. Clifton, being over the age of eighteen (18) years, acting as an incorporator under the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03) hereby adopts and executes the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: Rotary Club of Wenatchee, Washington U.S.A.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

This corporation shall be a non-profit corporation. This corporation's purpose shall be charitable and benevolent and to encourage, promote and extend the Object of Rotary International, and to maintain the relations of a member club in Rotary International. This corporation is organized as a member of Rotary International which has been recognized as a Section 501(c)(4) organization as defined by the Internal Revenue Code of 1986, as it now exists or as hereafter amended, and this corporation submits its allegiances to the constitution and bylaws of Rotary International, as now exist and as may hereafter be amended. Insofar as permitted under the laws of the state of Washington, this corporation shall operate in a manner consistent with the constitution and bylaws of Rotary International.

ARTICLE IV

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that

this corporation shall be authorized and empowered to pay reasonable compensation for such services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of this corporation shall be devoted to 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 any statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

Upon any dissolution of this corporation under provisions of the laws of the state of Washington for nonprofit corporations, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

ARTICLE VI

This corporation shall have one class of members, which class shall initially consist of all members of Rotary Club of Wenatchee, Washington U.S.A., a chapter of Rotary International. The manner of selecting members shall be prescribed by the

bylaws of

this corporation. In addition to matters required by statute, the members shall have the power to appoint the directors of the corporation.

ARTICLE VII

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the bylaws of this corporation; provided, that the initial directors shall be fourteen (14) in number and their names and addresses are as follows:

Name	Address
Jay Smith	3509 Dianna Way Wenatchee, WA 98801
Joe C. St. Jean	3314 Burch Mt Rd Wenatchee, WA 98801
Garry O. Sparks	1891 Broadview Way Wenatchee, WA 98801
Dawn Davies	2225 Sleepy Hollow Heights Wenatchee, WA 98801
Christina Davitt	2508 NW Columbia Ave. East Wenatchee, WA 98802
Mario Cantu	1507 4 th Sreet Wenatchee, WA 98801
Marcia Henkle	1940 Eastmont Ave. East Wenatchee, WA 98802
Alice Meyer	1820 McKittrick Wenatchee, WA 98801
Donald B. Myers	1030 Canyonside

Wenatchee, WA 98801

Peter J. Van Well

546 Chrisand Lane
Wenatchee, WA 98801

Michael R. Kintner

1816 Jefferson
Wenatchee, WA 98801

James Russell

401 19th St. NE #4
East Wenatchee, WA 98802

Frank T. Clifton

3152 Bermuda St.
Malaga, WA 98828

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

ARTICLE VIII

Officers and directors shall have no personal liability to the corporation or its members for any monetary damages for conduct as an officer or director; provided, however, nothing herein shall be construed to limit the liability of an officer or director for acts or omissions that involve intentional misconduct by an officer or director or a knowing violation of law by an officer or director, or for any transaction from which the officer or director will personally receive a benefit in money, property, or services to which the officer or director is not legally entitled.

ARTICLE IX

This corporation shall have the authority to adopt such bylaws as may be consistent with the purposes enumerated in Article III herein and consistent with the laws of the state of Washington. The Board of Directors is authorized to make, alter, amend, or repeal the bylaws of this corporation.

ARTICLE X

The amendment of these Articles of Incorporation shall require approval of two-thirds of the members of this corporation at any annual meeting or any special meeting called for this purpose.

ARTICLE XI

The street address of the initial registered office of this corporation shall be 3152 Bermuda St., Malaga, Washington, 98828, located in Chelan County, State of Washington, and the name of its initial registered agent and incorporator at such address is Frank T. Clifton. The written consent of such person to serve as registered agent is attached hereto. The Corporation's mailing address is P.O. Box 1723 Wenatchee, WA 98807-1723.

ARTICLE XII

We are Club 227 of District 5060 and proud to be the flagship club of the Wenatchee Valley since 1921, home club of Dr. Ed Cadman, Rotary International President, and a leader in the creation of Rotary's PolioPlus Initiative. Dr. Cadman was President of Wenatchee Rotary 1962-63, PDG '68-69, RIP '85-86.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed ___ name, this _____ day of _____, 2017.

FRANK T. CLIFTON, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
OF
ROTARY CLUB OF WENATCHEE, WASHINGTON U.S.A.

I, FRANK T. CLIFTON, hereby consent to serve as Registered Agent, in the State of Washington, for the Rotary Club of Wenatchee, Washington U.S.A. 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 all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the registered office of the corporation for which I am agent.

DATED this _____ day of _____, 2017.

FRANK T. CLIFTON,
3152 Bermuda St.
Malaga, WA 98828
(919) 922 -6261