

(Non-Profit Domestic Corporations)
ARTICLES OF INCORPORATION
 OF

FLINT ROTARY CHARITABLE FOUNDATION
 (Name of Corporation)

These Articles of Incorporation are signed by the incorporators for the purpose of forming a non-profit corporation pursuant to the provisions of Act 327, Public Acts of 1931, as amended, and Act 284, Public Acts of 1972, as follows:

ARTICLE I.

The name of the corporation is Flint Rotary Charitable Foundation

ARTICLE II.

The purpose or purposes for which the corporation is organized are as follows:

- A. The corporation has been organized exclusively for charitable and educational purposes and more particularly to implement and finance the service projects of Flint Rotary.
- B. That all the income and earnings of the corporation shall be used exclusively for corporation purposes and that no part of the net income or net earnings of the corporation shall inure to the benefit or profit of any private individual, firm, corporation, partnership or association.
- C. That the corporation is in no manner controlled or under the direction or acting in the substantial interest of any private individual, firm, partnership, or association seeking to derive profit or gain therefrom or seeking to eliminate or minimize losses in any dealing or transactions therewith.
- D. To exercise all the powers conferred upon corporations formed under Michigan laws as a non-profit corporation in order to accomplish the corporation's charitable and educational purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.
- E. To enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation.

ARTICLE III.

Said corporation is organized upon a non-stock basis.
 (Stock-share or non-stock)

(a)

(If upon a stock-share basis fill in the following)

~~The total number of shares of stock which the corporation shall have authority to issue is _____~~
~~of the par value of \$ _____ per share.~~

~~A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows: _____~~

All members of the Rotary Club of Flint, Michigan, during the term of their membership,
shall be members of the Flint Rotary Charitable Foundation.

(b)

(If upon a non-stock basis strike out paragraph (a) above and fill in the following)

The amount of assets which said corporation possesses is:

*Real Property: None

*Personal Property: None

*(Give description and value. If none, insert "none")

Said corporation is to be financed under the following general plan:

Contributions from the members of the Flint Rotary Club

ARTICLE IV.

The address of the initial registered office is

1211 Milbourne Flint Michigan 48503
(No. and Street) (Town or City) (Zip Code)

The mailing address of the initial registered office is (need not be completed unless different from the above address):

Michigan
(No. and Street) (Town or City) (Zip Code)

The name of the initial resident agent at the registered office is

Earl L. Secrest

ARTICLE V.

The names and addresses of the incorporators are as follows:

Names	Residence or Business Address
Kenneth C. Rice	1587 Apple Creek Trail, Flint, Michigan
Lawrence E. Davis	1217 Clearview, Flushing, Michigan
Patrick W. McAvinchey	G 7459 E. Court St., Davison, Michigan
Corey E. Cookingham	2058 Walden Court, Flint, Michigan
Earl L. Secrest	1211 Milbourne Avenue, Flint, Michigan
Kenneth L. Cook	1422 Wagon Wheel Lane, Flint, Michigan
John D. Mott	11183 Woodbridge, Grand Blanc, Michigan
Andrew W. Nester	600 Leona Drive, Davison, Michigan
Charles N. Pappas	1502 E. Second Street, Flint, Michigan
Richard F. Cordell	5107 Cedardale, Flushing, Michigan
William C. Shedd	1125 Kensington, Flint, Michigan

ARTICLE VI.

The names and addresses of the first board of directors (or trustees) are as follows:

NAMES	RESIDENCE OR BUSINESS ADDRESS
Kenneth C. Rice	1587 Apple Creek Trail, Flint, Michigan
Lawrence E. Davis	1217 Clearview, Flushing, Michigan
Patrick W. McAvinchey	G 7459 E. Court Street, Davison, Michigan
Corey E. Cookingham	2058 Walden Court, Flint, Michigan
Earl L. Secrest	1211 Milbourne Avenue, Flint, Michigan
Kenneth L. Cook	1422 Wagon Wheel Lane, Flint, Michigan
John D. Mott	11183 Woodbridge, Grand Blanc, Michigan
Andrew W. Nester	600 Leona Drive, Davison, Michigan
Charles N. Pappas	1502 E. Second Street, Flint, Michigan
Richard F. Cordell	5107 Cedardale, Flushing, Michigan

ARTICLE VII.

(Here insert any desired additional provisions authorized by the Acts)

The term of the corporate existence is perpetual.

ARTICLE VIII.

A. The corporation shall have the power to do and perform all things whatsoever set out in Article II PURPOSES above, and necessary or incidental to the accomplishment of said purposes.

B. Provisions for the regulations of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the Bylaws as adopted by the Board of Directors.

Article IX. continued on attached sheets

IN WITNESS WHEREOF, the undersigned, the incorporators of the above-named corporation, have hereunto signed these Articles of Incorporation on this 14TH day of JUNE, 1977

Kenneth C. Rice
Kenneth C. Rice

Patrick W. McAvinchey
Patrick W. McAvinchey

Earl L. Secrest
Earl L. Secrest

John D. Mott
John D. Mott

Charles N. Pappas
Charles N. Pappas

William C. Shedd
William C. Shedd

Lawrence E. Davis
Lawrence E. Davis

Corey E. Cookingham
Corey E. Cookingham

Kenneth L. Cook
Kenneth L. Cook

Andrew W. Nester
Andrew W. Nester

Richard F. Cordell
Richard F. Cordell

(See Instructions on Reverse Side)

(Please do not write in spaces below — for Department use)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
Date Received	<div style="text-align: center;">FILED Michigan Department of Commerce JUL 22 1977 <i>Richard K. Hendrick</i> DIRECTOR</div>
JUN 28 1977	
JUL 20 1977	

C & S-102

INFORMATION AND INSTRUCTIONS

Articles of Incorporation—Non-Profit Corporations (Excluding Ecclesiastical Corporations)

1. Article II should state, in general terms, the specific purpose or object for which the corporation is organized.
2. Article V—At least three incorporators are required. Article VI—At least three directors (or trustees) are required. The addresses should include a street number and name (or other designation), in addition to the name of the city and state.
3. The duration of the corporation should be stated in the Articles only if the duration is not perpetual.
4. The Articles must be signed in ink by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
5. An effective date, not later than 90 days subsequent to the date of filing, may be stated in the Articles of Incorporation.
6. One original copy of the Articles is required. A true copy will be prepared by the Corporation and Securities Bureau and returned to the person submitting the Articles for filing.
7. FEES: \$10.00 filing plus \$10.00 franchise; total \$20.00. Checks or money orders should be made payable to the State of Michigan.
8. Mail Articles of Incorporation and fees to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P. O. Drawer C
Lansing, Michigan 48904

ARTICLE VIII. (Continued)

C. At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

1. The corporation shall not possess or exercise any power or authority whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501(c)(3) of the Code.
2. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.
3. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
4. No substantial part, and, during such time or times that the corporation is a private foundation within the meaning of Section 509 of the Code, no part of the activities of the corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation). Nor shall the corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
5. At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, the State of Michigan, or any other jurisdiction where its activities are carried on.
6. No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its federal income tax exemption.
7. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the corporation shall ever inure to the benefit of any private individual.
8. Notwithstanding any other provision of these Articles, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:
 - a. The corporation shall distribute its income for each taxable year at such time and in such manner so as not to subject the corporation to tax under Section 4942 of the Code;

Article VIII. continued

- b. The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
 - c. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;
 - d. The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; and
 - e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- D. Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Code.
- E. The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatever.
- F. The corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which such director or officer may be entitled under by bylaw, agreement, vote of Board of Directors, or otherwise. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if any any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times, no payment shall be made under this Article IX if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code), or a taxable expenditure (as defined in Section 4945(d) of the Code).
- G. All references contained in these Articles to the Internal Revenue Code of 1954, or to "the Code," shall be deemed to refer to the Internal Revenue Code of 1954, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended; and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.