

ARTICLES OF INCORPORATION
OF
MICHIGAN CITY ROTARY FOUNDATION, INC.

ARTICLE I - NAME

MICHIGAN CITY ROTARY FOUNDATION, INC.

- ARTICLE II - PURPOSE
- a) To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
 - b) Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code, or corresponding provisions of any subsequent federal tax laws.
 - c) To handle charitable requests of the Michigan City Rotary Club which will benefit the community. The Rotary mission of service above self will be fulfilled through this foundation's efforts.
 - d) To sue and be sued in its corporate name.
 - e) To have a corporate seal and to alter the same at pleasure; however, the use of a corporate seal or an impression thereof

shall not be required upon, and shall not affect the validity of any instrument whatsoever, notwithstanding the provisions of any other section of this chapter or of any other statute.

- f) To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal tangible or intangible.
- g) To borrow money and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage its property and franchises to secure the payment thereof.
- h) To carry out its purposes in this state and elsewhere; to have one or more offices out of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible or intangible, out of this state.
- i) To acquire, hold, own and vote to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities or evidences of indebtedness of any other corporation, domestic or foreign, insofar as the same shall be consistent with the purposes of the corporation.
- j) To appoint such officers and agents as the affairs of the corporation may require and to define their duties and fix their compensation.
- k) To 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, against expenses actually and reasonably incurred by him in connection with the defense of any civil action, suit or proceeding in which he is made or threatened to be made, a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; however, the indemnification is not exclusive and does not impair any other rights those indemnified may have under any provision of the Articles of Incorporation, bylaws, resolution or other authorization adopted, after notice, by a majority of the members voting at an annual meeting.
- l) To purchase and maintain a liability insurance policy on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability under the provisions of this section.

- m) To make bylaws for the government and regulation of its affairs.
- n) To cease its activities and to dissolve and surrender its corporate franchise.
- o) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed.
- p) Nothing contained herein shall, by any implication or construction, grant the power to this corporation of engaging in any activities for the purpose of resulting in the pecuniary remuneration to its members as such; that this provision shall not prohibit reasonable compensation to members for services actually rendered, nor shall the corporation be prohibited from engaging in any undertaking for profit, so long as such undertaking does not inure to the profit of its members.

ARTICLE III - PERIOD OF EXISTENCE

Perpetual.

ARTICLE IV - RESIDENT OF AGENT AND PRINCIPAL OFFICE

Michael E. Brennan
Crowe, Chizek and Company
P.O. Box 527
Michigan City, IN 46360

ARTICLE V - MEMBERSHIP

Section 1 - Classes

There shall be two (2) classes of membership. The first class shall be comprised of members of the Michigan City Rotary Club. The second class shall consist of the general public who reside within the Michigan City Area Schools system boundaries.

Section 2 - Rights, Preferences, Limitations and Restrictions of Classes

No member shall hold more than one (1) certificate of membership.

Section 3 - Voting Rights of Classes

Each member in the first class shall be entitled to one (1) vote at all meetings of the membership. Each member of the second class shall be entitled to a one-half (1/2) vote at all meetings of the membership.

ARTICLE VI - DIRECTORS

Section 1 - Number of Directors

The initial Board of Directors is composed of seven (7) members. If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be thirteen (13), provided that the exact number of directors shall be prescribed from time to time in the by-laws of the Corporation, and provided further that under no circumstances shall the minimum number be less than three (3).

Section 2 - Names and Addresses of Initial Board of Directors:

<u>Name</u>	<u>Address</u>	<u>City, State</u>	<u>Zip</u>
Bruce Smith	101 Superior St.	Michigan City IN	46360
Michael Brennan	101 W. Second St.	Michigan City IN	46360
Roger Webb	411 Boyd Circle	Michigan City IN	46360
Robert Raisor	528 Boyd Circle	Michigan City IN	46360
David Albers	2208 Oriole Tr.	Michigan City IN	46360
Phillip Emerson	214 Barker Rd	Michigan City, IN	46360
Craig McEwan	3327 Pottawattomie	Michigan City. IN	46360

ARTICLE VII - INCORPORATORS

<u>Name</u>	<u>Address</u>	<u>City, State</u>	<u>Zip</u>
Michael Brennan	101 W. Second St.	Michigan City IN	46360
David Albers	2208 Oriole Tr.	Michigan City IN	46360

ARTICLE VIII - STATEMENT OF PROPERTY AND VALUE

Cash in the sum of \$ 1,000.00

ARTICLE IX - PROVISIONS FOR REGULATION AND CONDUCT

OF THE AFFAIRS OF CORPORATION

- 1) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- 2) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 3) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 4) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 5) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 6) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 7) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 8) No part of the net earnings of the Corporation shall inure to the benefit of any member, Trustee, officer of the Corporation and no member, trustee, officer of the Corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

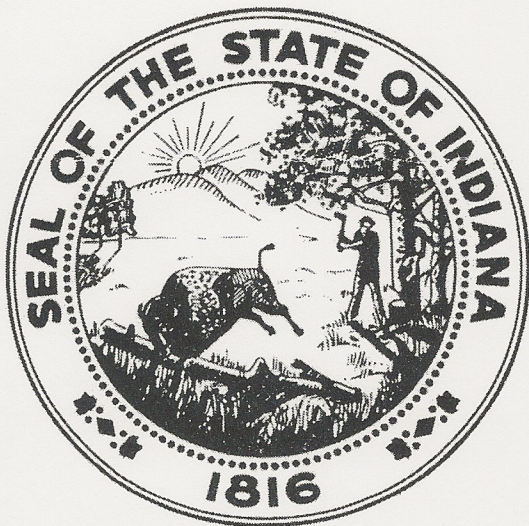
MICHIGAN CITY ROTARY FOUNDATION, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

The name following said transaction will be:

ROTARY CLUB OF MICHIGAN CITY FOUNDATION, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, August 30, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 30, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

RECEIVED
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SUE ANNE GILROY

ARTICLES OF AMENDMENT OF THE ARTICLES
OF INCORPORATION OF MICHIGAN CITY ROTARY FOUNDATION, INC.

The undersigned officer of Michigan City Rotary Foundation, Inc. (hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I: Amendment

- Section 1. The date of incorporation of the Corporation is: **June 11, 1990.**
- Section 2. The name of the Corporation following this amendment to the Articles of Incorporation is: **Rotary Club of Michigan City Foundation, Inc.**
- Section 3. The exact text of Article I of the Articles of Incorporation is now as follows:

The name of the Corporation is:

Rotary Club of Michigan City Foundation, Inc.

- Section 4. Date of each amendment's adoption: **December 7, 2000.**

ARTICLE II: Manner of Adoption and Vote

- Section 1. The members of the Corporation entitled to vote in respect to the amendment adopted the proposed amendment. The amendment was adopted by: Vote of such members during a meeting called by the Board of Directors. The result of such vote is as follows:

83 - Number of memberships outstanding.

83 - Number of votes entitled to be cast.

42 - Number of members present at the meeting.

42 - Number of members voted in favor.

0 - Number of members voted against.

ARTICLE III: Compliance with Legal Requirements

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to the penalties of perjury, that the statements contained herein are true, this 25th day of May, 2001.

MICHIGAN CITY ROTARY FOUNDATION, INC.

BY: Deborah Koller, President
Deborah Koller, President