

**Secretary of State**  
**Business Services and Regulation**  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9400247  
EFFECTIVE DATE: 12/28/1993  
COUNTY : FULTON  
REFERENCE : 0062  
PRINT DATE : 01/04/1994  
FORM NUMBER : 311

PEPI FRIEDMAN  
359 EAST PACES FERRY RD.  
SUITE 400  
ATLANTA GA 30305

**CERTIFICATE OF INCORPORATION**

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**VININGS ROTARY CHARITY FUND, INC.**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

ARTICLES OF INCORPORATION  
OF  
VININGS ROTARY CHARITY FUND, INC.

1.

The name of the Corporation is:

VININGS ROTARY CHARITY FUND, INC.

2.

The Corporation shall have perpetual duration.

3.

The Corporation is not organized for pecuniary gain and is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

4.

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes, the making of distributions to organizations that qualify as exempt charitable organizations under Section 501(c)(3) of the Internal Revenue Code.

The Corporation shall have the power, either directly or indirectly, alone or in conjunction or cooperation with others, to do any and all acts and things permitted generally by the Georgia Nonprofit Corporation Code and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of

organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time.

5.

No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of, or be distributable to its members, directors, 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 Article 4 hereof. No substantial part of the activities of the 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 statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).



6.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of 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) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county 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.

7.

The initial registered office of the Corporation is 359 East Paces Ferry Road, N.E., Suite 400, Atlanta, Fulton County, Georgia, 30305, and the initial registered agent at such address is Pepi Friedman.

8.

The Corporation shall have members.

9.

The mailing address of the initial principal office of the Corporation is 2625 Cumberland Parkway, Suite 400, Atlanta, Georgia, 30339.

10.

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of a duty of care of other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of the law, (iii) for any transaction from which the director received an improper personal benefit. If the Georgia Nonprofit Corporation Code is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of any such repeal or modification.

11.

The Incorporator is Pepi Friedman whose address is Suite 400, 359 East Paces Ferry Road, Atlanta, Georgia 30305.

IN WITNESS WHEREOF, the undersigned does hereby execute these  
Articles of Incorporation.



PEPI FRIEDMAN

BSR (1)  
Dec 28 11 37 AM '93

SECRETARY OF STATE

VININGS ROTARY CHARITY FUND, INC.

BY-LAWS

ARTICLE I  
NAME

Section 1.1: The name of this organization is, as provided in the Certificate of Incorporation, the "Vinings Rotary Charity Fund, Inc." (hereafter referred to as the "Fund").

ARTICLE II  
BOARD OF DIRECTORS

Section 2.1: The affairs of the Fund shall be managed by a Board of Directors whose members shall consist of the same persons serving as members of the Board of Directors of the Rotary Club of Vinings, Georgia (hereafter referred to as the "Club"), the same being an organization established in Vinings, Georgia on November 15, 1989 and affiliated with an organization known as "Rotary International".

ARTICLE III  
OFFICERS

Section 3.1: The officers shall consist of a President, a Vice President, a Secretary and Treasurer and shall be the same persons serving in those capacities with the Club.

Section 3.2: It shall be the duty of the President to preside at meetings of the Fund and Board and to perform such other duties as ordinarily pertain to his office.

Section 3.3: It shall be the duty of the Vice President to preside at meetings of the Fund and Board in the absence of the President and to perform such other duties as may be prescribed by the President or the Board.

Section 3.4: It shall be the duty of the Secretary to keep the records of the Fund, to send out notices of meetings of the Fund and Board, to record the minutes of such meetings and to perform such other duties as may be prescribed by the Board.

Section 3.5: It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Fund annually and at any other time as may be prescribed by the Board and to perform such other duties as may be prescribed by the Board. Upon his resignation from office, he shall turn over all funds, books of accounts and any other Fund property in his possession to his successor.



ARTICLE IV  
MEETINGS

Section 4.1: The annual meeting of the Fund shall be held at the same place and following the time of the annual meeting of the Club.

Section 4.2: The regular and special meetings of the Board shall be held at the same place and following the time of the regular and special meetings of the Board of Directors of the Club.

Section 4.3: A majority of members of the Board of Directors shall constitute a quorum of the Board.

ARTICLE V  
FINANCES

Section 5.1: The fiscal year of the Fund shall run from July 1st through June 30th.

Section 5.2: At the close of each fiscal year, or as soon thereafter as may be, the Board will furnish to the Directors of the Club a financial statement of the affairs of the Fund, which statement shall indicate the financial condition of the Fund as of the end of the fiscal year and the results of operations for year.

ARTICLE VI  
AMENDMENTS

Section 6.1: These by-laws may be amended at any regular or special meeting of the Board by a two-thirds vote of all members present.

Section 6.2: No amendment to these by-laws can be made which is not in harmony with the Constitution and By-laws of the Club or with the Constitution and By-laws of Rotary International or that would not be in furtherance of the exempt purpose of organizations set forth under Section 501(c)(3) of the Internal Revenue Code of 1986.

Nancy Schwartz Greisbach  
Chairman

James G. Polk  
Secretary

March 1, 1994  
Date