

FIRST AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION
OF
ROTARY INTERNATIONAL DISTRICT 5010, INC.

The following First Amendment and Restatement of Articles of Incorporation are executed by Rotary International District 5010, Inc., an Alaska corporation:

1. The name of the corporation is Rotary International District 5010, Inc.
2. The Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE 1. NAME

The name of this corporation is Rotary International District 5010, Inc.

ARTICLE 2. PURPOSES (Amended)

This corporation shall be a non-profit, non-share capital and/or not for profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors, or officers.

This purposes for which the corporation is organized are exclusively charitable within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 3. DURATION

The duration of this nonprofit corporation shall be perpetual, unless dissolved in accordance with the terms hereunder, this corporations' bylaws and/or Alaska law.

ARTICLE 4. AFFAIRS (Amended)

(a) If any provision of these Articles of Incorporation is not in conformity with the constitution, bylaws, or policies of Rotary International ("RI"), as amended from time to time, the terms of the constitution, bylaws, or policies of RI shall prevail at all times.

(b) The members of this corporation shall be comprised of and limited to all Rotary clubs designated to be in District 5010 pursuant to the bylaws of RI. The addition or removal of



a club or clubs from District 5010 pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of this corporation.

(c) The number of directors of this corporation and their terms shall be determined by the members and shall be set forth in the bylaws of this corporation. The District Governor of District 5010, the Governor-Elect of District 5010, and the most recent Past District Governor who served in District 5010 shall always be members of the board of directors. The District Governor shall serve as chair of the board of directors. Only Rotarians who are members of clubs in District 5010 may serve as directors. The initial board of directors shall consist of the following five individuals:

- (1) District Governor of District 5010:
Gayle Knepper, of P.O. Box 101538, Anchorage, Alaska 99510
- (2) Governor-Elect of District 5010:
Maynard E. Gross, of 57485 Taku Avenue, Homer, Alaska 99603
- (3) Most Recent Past District Governor of 5010:
Dennis E. "Skip" Cook, of 431 Birch Hill Road, Fairbanks Alaska 99712
- (4) Secretary of District 5010:
Thomas A. Busch, of 3116 Pleasant Drive, Anchorage, Alaska 99502
- (5) Treasury of District 5010:
Jeffrey Johnson, of 1100 W. Barnette Street, Suite 102, Fairbanks, Alaska 99701

(d) The officers of this corporation shall be limited to Rotarians who are members of clubs in District 5010. The District Governor of District 5010 shall be the President of this corporation.

(e) This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at the annual meeting held at the district conference of District 5010 or in a ballot-by-mail, or upon directive of the Board of Directors of RI. The District Governor of District 5010 shall provide the board of directors of RI with notice of a decision by the clubs in District 5010 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the general secretary of RI.

ARTICLE 5. INITIAL REGISTERED AGENT

The initial registered agent is Susan L. Evans, of Hompesch & Evans, P.C. The physical and mailing address of the initial registered office is 119 N. Cushman Street, Suite 400, Fairbanks, Alaska 99701.

ARTICLE 6. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Alaska Nonprofit Corporation Act, as it exists on this date or as it may be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation or its members, if any, for breach of fiduciary duty. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of this corporation with respect to a breach of fiduciary duty as a director occurring prior to such amendment or repeal.

3. The date of the adoption of the First Amendment and Restatement of Articles of Incorporation by the board of directors is the 26th day of March, 2007.

4. There are members entitled to vote on the amendment; a quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present at the meetings or represented by proxy were entitled to cast.

5. The First Amendment and Restatement of Articles of Incorporation, except for the designated amendments, correctly set out without change the provisions of the First Amendment and Restatement of Articles of Incorporation being amended, and supersede the original Articles of Incorporation and all amendments to them.

DATED: 3/27/07

Gayle D. Knepper
Gayle D. Knepper, President

DATED: 3/30/07

Thomas A. Busch
Thomas A. Busch, Secretary

N.A.I.C.S. CODE # 813410

Alaska Entity #: 102288

State of Alaska
Department of Commerce, Community, and
Economic Development
Corporations, Business and Professional Licensing

CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES
Nonprofit Corporation

THE UNDERSIGNED, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that Amended and Restated Articles of Incorporation, duly signed and verified pursuant to the provisions of Alaska Statutes, have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

Rotary International District 5010, Inc.

and attaches hereto the original copy of the Amended and Restated Articles of Incorporation.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on **April 24, 2007.**

Emil Notti

Emil Notti
Commissioner