

FILED  
SECRETARY OF STATE  
SAM REED  
May 8, 2007  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION  
OF  
ROTARY INTERNATIONAL DISTRICT 5050, A NONPROFIT CORPORATION

THE UNDERSIGNED, acting as the incorporator of a Corporation under the provisions of the Washington Nonprofit Corporation Act, Revised Code of Washington Title 24 (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is ROTARY INTERNATIONAL DISTRICT 5050, A NONPROFIT CORPORATION.

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

ARTICLE III - NATURE, SCOPE AND PURPOSE

- 3.1 Purpose and Powers. The purpose for which the Corporation is organized is to promote, support, and enhance the Rotary Clubs within District 5050 and serve as a liaison between member clubs and Rotary International; and toward these ends to do all acts and things necessary, conducive, incidental, or advisable to accomplish any of purposes for which this Corporation is formed, including, but not limited to, any powers now or hereafter conferred upon or allowed by the Act; provided that the Corporation shall not carry on a business, trade, avocation, or profession for profit.
- 3.2 Limitations.
  - (a) 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.
  - (b) If any provision of these Articles of Incorporation is not in conformity with the constitution, bylaws, or policies of Rotary International, as amended from time to time, the terms of the constitution, bylaws, or policies of Rotary International shall prevail at all times.

**ARTICLE IV – DISSOLUTION**

Upon dissolution of the Corporation, the assets shall be distributed to Rotary International. This Corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at the District 5050 Conference or in a ballot-by-mail, or upon directive of the Board of Directors of Rotary International. The District Governor of District 5050 shall provide the Board of Directors of Rotary International with notice of a decision by the clubs in District 5050 to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of Rotary International.

**ARTICLE V – MEMBERS**

The members of this Corporation (the "Members") shall be comprised of and limited to all Rotary clubs designated to be in District 5050 pursuant to the bylaws of Rotary International. The addition or removal of a club or clubs from District 5050 pursuant to Rotary International's bylaws shall immediately and automatically result in a corresponding change in the membership of this Corporation.

**ARTICLE VI – REGISTERED OFFICE/REGISTERED AGENT**

The address of the initial registered office of the Corporation shall be, 3014 Hoyt Avenue, Everett, Washington, 98201 USA. The name of the initial Registered Agent of the Corporation at such address shall be Steven B. Shea.

**ARTICLE VII - DIRECTORS**

The names and addresses of the people serving as the initial Directors of the Corporation are as follows:

Rod Thomson	34150 Palace Court Abbotsford, BC, Canada V2S 6P7
John Bosch	5732 Sound Avenue Everett, WA, USA 98203-1232
Laurence Stinson	42383 Sinclair Road Chilliwack, BC, Canada V2R 4N8
Harv Jubie	4229 - 76 Street NE Marysville, WA, USA 98270

The number of Directors, their corresponding terms and their manner of election or appointment shall be determined in accordance with this Corporation's Bylaws. The District Governor of District 5050, the Governor-Elect of District 5050, and the most recent past District Governor who served in District 5050 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 5050 may serve as Directors. The District Governor shall report annually to the clubs on the status of the Corporation.

#### ARTICLE VIII – OFFICERS

The Officers of the Corporation shall be limited to Rotarians who are members of clubs in District 5050. The District Governor of District 5050 shall be the highest officer of the Corporation. For the purposes of the Act, the persons holding the following positions in District 5050 shall serve as the Officers of the Corporation as indicated:

District Governor	-	President
Governor Elect	-	Vice-President
District Secretary	-	Secretary
District Treasurer	-	Treasurer

#### ARTICLE IX – LIABILITY OF DIRECTORS

Except as provided in these Articles of Incorporation, no Director shall be personally liable to the Corporation for monetary damages for conduct as a Director, provided that the personal liability of the Director shall not be limited for acts or omissions that involve intentional misconduct, a knowing violation of law, or any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

#### ARTICLE X – INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors, Officers, or Employees of the Corporation, their respective heirs, administrators, successors and assigns, against any and all expenses and liabilities, including counsel fees reasonably incurred or imposed by him or her, in connection with any proceeding to which he or she may be made a party, or which he or she may become involved by reason of his or her being or having been a Director, Officer, or Employee at the time such expenses are incurred, except in such cases where the Director, Officer, Employee is judged guilty of willful misfeasance or malfeasance in the performance of his or her duties, a knowing violation of law, or any transaction from which the Director, Officer, or Employee will personally receive a benefit in money, property or services, or any transaction from which the Director, Officer or Employee is not legally entitled. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which said Director, Officer, or Employee may be entitled.

ARTICLE XI – AMENDMENT

The right to amend, alter, change or repeal any provision contained in these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of the Members of this Corporation at the District 5050 Conference or in a ballot-by-mail conducted in accordance with the Bylaws. Notwithstanding the foregoing the Directors shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation for the purpose of bringing the same into compliance with the constitution, bylaws and policies of Rotary International as they exist from time to time.

ARTICLE XII – INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Name  
Donald A. Senter

Address  
1110 San Juan Drive,  
Camano Island, Washington,  
USA 98282

DATED this 3rd day of May, 2007.

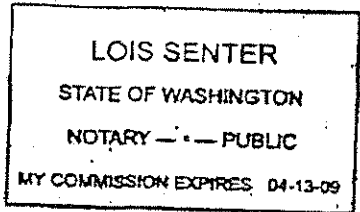
Donald A Senter  
DONALD A. SENTER

STATE OF WASHINGTON )  
County of ) ss.

Donald A. Senter, being first duly sworn on oath, deposes and says that he is the Incorporator of ROTARY INTERNATIONAL DISTRICT 5050, A NONPROFIT CORPORATION, that he has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the same to be true.

Donald A Senter

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

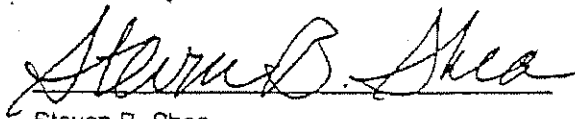


Lois Senter  
Notary Public in and for the State of Washington,  
residing at Camano Island, WA  
My Commission Expires: 4-13-09

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

Steven B. Shea hereby consents to serve as Registered Agent in the State of Washington for ROTARY INTERNATIONAL DISTRICT 5050, A NONPROFIT CORPORATION. Steven B. Shea understands that as agent for the Corporation it is his responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the Corporation for which he is agent.

DATED EFFECTIVE this 3<sup>rd</sup> day of May, 2007.



Steven B. Shea  
3014 Hoyt Avenue  
Everett, Washington  
98201, USA