

# *Michigan Department of Labor & Economic Growth*

## *Filing Endorsement*

*This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT*

*for*

*ROTARY INTERNATIONAL DISTRICT 6290, INC.*

*ID NUMBER: 70294V*

*received by facsimile transmission on January 28, 2008 is hereby endorsed*

*Filed on January 29, 2008 by the Administrator.*

*The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.*



*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29TH day of January, 2008.*

A handwritten signature in black ink, appearing to read 'Andrew L. Mitchell'.

*, Director*

*Bureau of Commercial Services*

**ARTICLES OF INCORPORATION  
OF  
ROTARY INTERNATIONAL DISTRICT 6290 INC**

These Articles of Incorporation are signed by the incorporators thereof for the purpose of forming a non-profit corporation pursuant to the provisions of Act 162, Public Acts of 1982 as amended, (the "Act") as follows:

**ARTICLE I.**

The name of the corporation is Rotary International District 6290, Inc.

**ARTICLE II.**

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes, by making grants and distributions to and which exclusively benefit or carry out the charitable, scientific, literary and educational purposes of organization described in Section 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent (the "Code") and within the meaning of Section 170(c)(1) and (2) of the Code. Specifically, the Corporation is organized to manage and oversee fund raising activities for programs that benefit children and youth in District 6290 and support other Rotary International activities such as Polio Plus.

These Articles of Incorporation shall not be interpreted as thought the Corporation is, and it is not the intent of the incorporators to form, an educational corporation requiring approval of the department of education.

Notwithstanding any other provision herein the corporation shall not conduct or carry out any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Code or described in Section 170(c)(2) of the Code.

The corporation is incorporated and seeks to utilize Rotary Internationals 501(c)(4) Group Tax Exemption.

**ARTICLE III.**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private individual but 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 herein.

The corporation shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors or officers.

**ARTICLE IV.**

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

**ARTICLE V.**

Real Property: None.

Personal Property: None.

This corporation is to be financed by public contributions.

**ARTICLE VI.**

The Corporation is organized upon a non-stock membership basis. Membership in the corporation shall be limited and comprised of all Rotary Clubs designated to be in District 6290 pursuant to the By-laws of RI. The addition or removal of a club or clubs from District 6290 pursuant to RI By-laws shall immediately or automatically result in a corresponding change in the membership of this corporation.

**ARTICLE VII.**

The address of the official Registered Office is:

Rotary District 6290  
214 S. Beacon Blvd.  
Grand Haven, Mi 49417

The name of the initial Resident Agent at the Registered Office is:

Deborah Shaw

**ARTICLE VIII.**

The name and address of the incorporator is as follows:

Thomas C. Shearer  
40 Pearl Street N.W. Suite 200  
Grand Rapids, Michigan 49503

**ARTICLE IX.**

The number of directors of this corporation and their terms and method of election shall be as set forth in the Bylaws of the corporation. The District Governor of District 6290, the Governor-Elect of District 6290, and the most recent past District Governor who has served in District 6290 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 6290 may serve as Directors.

#### ARTICLE X.

1. The officers of this corporation shall be limited to Rotarians who are members of clubs in District 6290. The District Governor of District 6290 shall be the President of this corporation.

2. The District Governor shall report annually to the Club on the status of the District's incorporation.

#### ARTICLE XI.

1. The term "Volunteer Director" shall have the same definition as set forth in Section 110(2) of the Act, as the same presently exists or is hereafter be amended.

2. To the fullest extent permitted under Section 109(c) of the Act as the same presently exists or may hereafter be amended, a Volunteer Director of the Corporation shall not be personally liable to the Corporation or its shareholders or members (if any) for monetary damages for breach of the Volunteer Director's fiduciary duty. However, this provision does not eliminate or limit the liability of a Volunteer Director for any of the following:

- (a) a breach of the Volunteer Director's duty of loyalty to the Corporation or its shareholders or members (if any);
- (b) acts or omission not in good faith of that involve intentional misconduct or a knowing violation of law;
- (c) a violation of Section 551(1) of the Act;
- (d) a transaction from which the Volunteer Director derived an improper personal benefit
- (e) an act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the Act; or
- (f) an act or omission that is grossly negligent.

Any Volunteer Director of the Corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the corporation, its shareholders, or its members to the extent set forth in this Section 2.

3. To the fullest extent permitted under Section 109(d) of the Act, as the same presently exists or may hereafter be amended, the corporation assumes all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a Volunteer Director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act, incurred in the good faith performance of the Volunteer Director's duties as such. A claim for monetary damages for a breach of a Volunteer Director's duty to any person other than the Corporation, its shareholders, or its members shall not be brought or maintained against a Volunteer Director; but such a claim shall be brought or maintained instead against the corporation, which shall be liable for the breach of the Volunteer Director's duty. Notwithstanding anything to the contrary immediately above, this Section 3 shall apply and have force only if, and as long as, the Corporation is exempt from federal income tax pursuant to Code Section 501(c)(3) of is eligible to be exempt from federal income tax pursuant to Code Section 501(c)(3).

4. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of any director of the corporation existing at the time of such repeal, amendment or other modification. If the Act is amended, after this Article becomes effective, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

#### ARTICLE XII.

This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of 2/3 of its members at the District Conference of District 6290 or in a ballot-by-mail, or upon directive of the Board of Directors of RI. The District Governor of District 6290 shall provide the Board of Directors of RI with notice of a decision by the clubs in District 6290 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the general secretary of RI.

#### ARTICLE XIII.

Upon the dissolution of the corporation, all assets remaining after paying all outstanding liabilities of the corporation shall be distributed to RI or its successor in interest.

These Articles of Incorporation were duly adopted by the incorporator(s) on this 25<sup>th</sup> day of January 2008.

By: Thomas C. Shearer  
Thomas C. Shearer  
INCORPORATOR