

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

ROTARY DISTRICT 6900 CHARITABLE FUND, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **03/06/2008** 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 March 6, 2008



A handwritten signature in cursive script, reading 'Karen C Handel'.

Karen C Handel
Secretary of State

Articles of Incorporation
of
Rotary District 6900 Charitable Fund, Inc.

ARTICLE I

The name of the Corporation is " Rotary District 6900 Charitable Fund, Inc. "

ARTICLE II

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code O.C.G.A. Section 14-3-1, et seq.

ARTICLE III

The initial registered office of the Corporation is 6009 Millstone Run, Stone Mountain, Dekalb County, Georgia 30087 and the initial registered agent at that office is Carol C. Lipphardt.

ARTICLE IV

The mailing address of the initial principal office of the Corporation is 6009 Millstone Run, Stone Mountain, Georgia 30087.

ARTICLE V

The corporation shall not have members.

ARTICLE VI

The affairs of the corporation shall be managed by a board of directors, all of whom shall be Rotarians. The number of directors of the corporation and the method of their election shall be as set out in the bylaws of the corporation.

ARTICLE VII

The corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, that in the absolute discretion of the Board of Directors most effectively



will benefit and promote the well-being of the people and communities served by the corporation.

ARTICLE VIII

No part of the net earnings of the corporation 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 charitable, religious, scientific, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), or (b) by a corporation, contributions to which are deductible under 26 U.S.C.A. § 170(c)(2) (or the corresponding provision of any future federal tax law).

ARTICLE IX

This Corporation shall have the authority to adopt such bylaws as may be consistent with the purposes enumerated herein and consistent with the laws of the State of Georgia under which the Corporation is incorporated. The business of the Corporation shall be managed and regulated in accordance with the bylaws of the Corporation.

ARTICLE X

The powers of the Corporation shall be those as delineated in Section 14-3-302 of the Official Code of Georgia Annotated; and the Corporation shall have perpetual duration as provided in said Section.

ARTICLE XI

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (a) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) for acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Section 14-3-831 of the Official Code of Georgia Annotated; or (d) for any transaction from which the director derived an improper personal benefit.

ARTICLE XII

The corporation shall indemnify any member of the Board of Directors or officer or former member of the Board of Directors or former officer and shall advance and bear expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with any claim asserted, by reason of such person being or having been a member of the Board of Directors or officer of the corporation, to the fullest extent permitted by the Georgia Nonprofit Corporation Code. By resolution of the Board of Directors or in the Bylaws of the corporation, the corporation may similarly indemnify and advance and bear expenses and costs of employees and agents of the corporation with respect to activities within the scope of their services to the corporation. The corporation may purchase insurance on such terms as the Board of Directors may approve insuring directors and officers against such claims.

ARTICLE XIII

The name and address of the incorporator is:

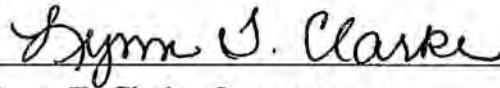
Lynn T. Clarke
Post Office Drawer 645
Bremen, Georgia 30110

ARTICLE XIV

These Articles of Incorporation may be amended at any time and from time to time by the

affirmative vote of no fewer than a majority of all of the directors then in office.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of March, 2008.



Lynn T. Clarke, Incorporator

SECRETARY OF STATE
CORPORATIONS DIVISION

2008 MAR -6 PM 1:23



KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: Lclarkeattorney@yahoo.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 2008092270

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Rotary District 6900 Charitable Fund, Inc.

Corporate Name (List exactly as it appears in articles)

2. Lynn T. Clarke, Esquire

(770) 537-2324

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

PO Drawer 645

Address

Bremen

GA

30110-0645

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Lynn T. Clarke

Authorized signature of person filing documents

March 4, 2008

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

ROTARY DISTRICT 6900 CHARITABLE FUND, INC.

a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on **11/26/2008** and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on November 26, 2008



A handwritten signature in cursive script, reading 'Karen C Handel'.

Karen C Handel
Secretary of State

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROTARY DISTRICT 6900 CHARITABLE FUND, INC.**

Pursuant to Section 14-3-1005 of the Georgia Business Corporation Code, Rotary District 6900 Charitable Fund, Inc., a Georgia non-profit corporation, hereby submits the following Articles of Amendment:

1.

The name of the Corporation is Rotary District 6900 Charitable Fund, Inc. (the "Corporation").

2.

Article Eight of the Articles of Incorporation is hereby amended pursuant to Section 14-3-1005 of the Georgia Nonprofit Corporation Code effective immediately as follows:

(a) No part of the net earnings of the corporation 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 charitable, religious, scientific, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), or (b) by a corporation, contributions to which are deductible under 26 U.S.C.A. § 170(c)(2) (or the corresponding provision of any future federal tax law).

(b) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

3.

The amendment was duly adopted on November 25, 2008 to be effective November 25, 2008.

4.

Since there are no members in the organization, the foregoing Amendment was duly approved by the directors of the Corporation in accordance with the provisions of Section 14-3-1005 of the Georgia Nonprofit Corporation Code.

IN WITNESS WHEREOF, Rotary District 6900 Charitable Fund, Inc. has caused these Articles of Amendment to be executed by its duly authorized attorney-in-fact on this 4th day of December, 2008.

Rotary District 6900 Charitable Fund, Inc.

By: Lynn T. Clarke
Lynn T. Clarke, Attorney-in-Fact

2008 DEC -4 PM 4:04
SECRETARY OF STATE
CORPORATIONS DIVISION

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

ROTARY DISTRICT 6900 CHARITABLE FUND, INC.

a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on **12/15/2008** and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 15, 2008



A handwritten signature in cursive script, reading 'Karen C Handel'.

Karen C Handel
Secretary of State

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROTARY DISTRICT 6900 CHARITABLE FUND, INC.**

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State of Georgia
Amend/Restate 2 Page(s)



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3.

The amendment was duly adopted on November 25, 2008 to be effective November 25, 2008.

4.

Since there are no members in the organization, the foregoing Amendment was duly approved by the directors of the Corporation in accordance with the provisions of Section 14-3-1005 of the Georgia Nonprofit Corporation Code.

IN WITNESS WHEREOF, Rotary District 6900 Charitable Fund, Inc. has caused these Articles of Amendment to be executed by its duly authorized attorney-in-fact on this 12th day of December, 2008.

Rotary District 6900 Charitable Fund, Inc.

By: Lynn T. Clarke
Lynn T. Clarke, Attorney-in-Fact

SECRETARY OF STATE
CORPORATIONS DIVISION

2008 DEC 15 PM 12:58