

ARTICLES OF INCORPORATION

ROTARY INTERNATIONAL DISTRICT 5680, INC.

The undersigned incorporator hereby forms and establishes a corporation NOT FOR PROFIT under the laws of the State of Kansas:

- FIRST: The name of the Corporation is **Rotary International District 5680, Inc.**
- SECOND: The location (and mailing address) of its registered agent in Kansas is Kent Erb, Newton, Harvey County, Kansas 67114, and the registered office is 921 W. 17th St., Newton, Kansas 67114.
- THIRD: This Corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

To provide an organization of business and professional leaders who provide humanitarian service, encourage high ethical standards in all vocations, and help build goodwill and peace in the world.

The main objective is service – in the community, in the workplace, and throughout the world, developing community service projects that address many of today’s most critical issues, including children at risk, poverty and hunger, the environment, illiteracy, and violence. This includes supporting programs for youth, educational opportunities and international exchanges for students, teachers, and other professionals, and vocational and career development.

- FOURTH: In general, subject to such limitations as are or may be prescribed by law, the Corporation may exercise all powers which are now or hereafter may be conferred by law upon a Corporation organized for the purposes herein set forth, and which are necessary, incidental or appropriate to the furtherance of the exclusively charitable, education and scientific purpose of the Corporation.

The activities and purposes hereinabove specified shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other cause in this Certificate of Incorporation, but the activities and purposes; provided, that the power of the Corporation, and all of its activities, shall be limited to those appropriate for an organization qualified as tax exempt under Section 501 (a) of the Code or as a charitable, educational and/or scientific organization described in Section 501 (c)(3) or Section 501 (c)(4) (derivatively under Rotary International) of the Code, and contributions to which are tax deductible under Section 170 (a) of the Code as made to a charitable educational

and scientific organization described in Section 170 (c)(2) of the Code, and no activity shall be authorized nor shall any power be exercised, which shall cause the Corporation to lose its favorable tax position as a qualified charitable, educational and scientific organization as above described.

FIFTH: The Corporation is a NOT FOR PROFIT entity and shall not have or issue shares of stock, shall pay no dividends, and no part of its money, property, or other assets shall be distributed to its members, directors, or officers.

SIXTH: The members of the Corporation shall be comprised of and limited to all Rotary clubs designated to be in District 5680 pursuant to the Bylaws of Rotary International. The addition or removal of a club or clubs from District 5680 pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of this Corporation.

SEVENTH: The officers of this Corporation shall be limited to Rotarians who are members of clubs in District 5680. The District Governor of District 5680 shall be the Chairperson of the Board of Directors of this Corporation. The current district governor is also the highest officer in the corporation.

EIGHTH: The care, control and disposition of the Corporation's property and funds and the general management of its affairs shall be vested in its Board of Directors, which shall be elected in accordance with its Bylaws. This consists of the District Governor, the District Governor Elect, the District Governor Nominee, the immediate past three (3) District Governors, and one additional Rotarian who is not a Past District Governor to be appointed by the sitting District Governor. The District Governor shall serve as Chairperson of the Board of Directors. The Chairperson is the highest officer in the corporation. Only Rotarians who are members of clubs in the District may serve as directors. The initial Board of Directors shall be composed of seven (7) members, whose names and addresses are as follows:

Kurt A. Harper
1240 N. Tallyrand
Wichita, Kansas 67206

Andrea Krauss
4106 184th Street
Russell, KS 67665

Dana Brewer
613 Washington Street
Concordia, Kansas 66901

Robert Mendoza
819 S. Whippoorwill Rd.
Derby, KS 67037

Rod Kreie
514 W. 12th
Newton, KS 67114

Gary Norris
529 Pine Ridge Dr
Salina, Kansas. 67401

Sterling G. Hall
106 W. Edelle
Sublette, Kansas 67877

NINTH: 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 Paragraph 3 hereof. No substantial part of the activities of the Corporation shall be 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.

TENTH: The duration of the Corporation is perpetual.

ELEVENTH: This Corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at the district conference of District 5680 or in a ballot-by-mail, or upon directive of the Board of Directors of RI. The District Governor of District 5680 shall provide the Board of Directors of Rotary International (RI) with notice of a decision by the clubs in District 5680 to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.

Upon any dissolution or termination of the existence of the Corporation, all of its property and assets shall, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over to one or more charitable, scientific or educational organizations located in the State of Kansas and qualified as exempt under Section 501 (c)(3) of the Code, and described under Section 170 (c)(2) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board of Directors may determine. Preference shall be given to Rotary entities and organizations or those areas of emphasis supported by Rotary International at the time of dissolution.

TWELFTH: 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.

THIRTEENTH: The District Governor shall report annually to the clubs in the district on the status of the Corporation.

FOURTEENTH: Reference in these Articles of Incorporation to sections of the Code shall be deemed to include references to the corresponding provisions of any future amendments to the Code and to the corresponding provisions of any future United State Internal Revenue Law.

FIFTEENTH: The address of the initial registered and principal office is 921 W. 17th St., Newton, Kansas 67114, and the initial registered agent of the Corporation is Kent Erb, at 921 W. 17th St., Newton, Kansas 67114.

SIXTEENTH: The name and address if the incorporator is: Kurt A.Harper, 1240 N. Tallyrand, Wichita, Kansas, 67206.

SEVENTEENTH: The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds of the directors of the Corporation then in office; provided, however, that no amendment may be made which would cause the Corporation to no longer be qualified as an exempt organization described in Section 501 (c)(3) of the Code.

DATED, at Wichita, Kansas, this ____ day of _____, 2018.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Incorporator

STATE OF KANSAS,)
) SS:
SEDGWICK COUNTY,)

Personally appeared before me, a Notary Public, in and for the County and State aforesaid, the above named _____, who is personally known to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal this ___ day of _____, 2018.

Notary Public

My Appointment Expires:
