

Amended and Restated Articles of Incorporation of
THE ROTARY DISTRICT 7450 GUNDAKER FOUNDATION

Entity # 310353

Article One: The name of the corporation is:

The Rotary District 7450 Gundaker Foundation

Article Two: The address of this corporation's registered office in this Commonwealth shall be (unless and until changed by action of the Board of Directors of the Corporation filed with the Department of State of the Commonwealth of Pennsylvania):

123 South Broad Street, 24th Floor
Attn: Sharon Quick
Philadelphia, PA 19109-1029

Article Third:

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

Article Fourth:

The corporation is organized on a non-stock basis.

Article Fifth:

The corporation shall have members. Each Rotary Club (being a member of Rotary International) in Rotary District 7450 (as it now or may in the future be constituted) shall be a member of the corporation.

Article Sixth:

All Directors and Officers of the corporation shall be members in good standing of a Rotary Club in Rotary District 7450.

Article Seventh:

(A) The corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organization that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in these Amended and Restated Articles of Incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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