

**ARTICLES OF INCORPORATION
OF
LEXINGTON SUNRISE ROTARY CLUB FOUNDATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the 1950 Code of Virginia, as amended (the Virginia Nonstock Corporation Act, §13.1-801, et seq.), hereby executes the following Articles of Incorporation and sets forth the following:

ARTICLE I

1. Name. The name of the corporation is **Lexington Sunrise Rotary Club Foundation**.

ARTICLE II

2. Purpose. The corporation is organized exclusively to foster charitable causes. The primary purpose of the corporation is to sponsor fundraising activities, and to make distributions to various charitable organizations and/or charitable causes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

3. Members. The corporation is to have no members.

ARTICLE IV

4. Registered Office. The post office address, including street and number of the initial registered office is **(on file), Lexington, VA 24450**, which is located in the City of Lexington, Virginia.

ARTICLE V

5. Registered Agent. The name of the initial registered agent is **(on file)**, who is a resident of Virginia, a director of the corporation, and whose business office is the same as the Registered Office of the corporation.

ARTICLE VI

6. Directors. The number of directors constituting the initial Board of Directors is nine (9), and the names and addresses of the persons who are to serve as the initial directors are as follows:

On file

ARTICLE VII

7. Indemnification. Each person now or hereafter a director or officer of the corporation, his heirs, executors, and administrators, shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be party by reason of his being or having been a director or having been an officer of the corporation, whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duties as such director or officer.

In the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of settlement, that such settlement was or is

in the best interest of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any bylaw, agreement, or otherwise.

ARTICLE VIII

The duration of the corporation is to be perpetual.

ARTICLE IX

Restriction on Activities. 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 the purposes set forth in Article II 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. Notwithstanding any other provisions of the 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 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 corresponding section of any future federal tax code.

ARTICLE X

Restrictions on Income and Expenditures. Notwithstanding anything to the contrary contained in these Articles:

- (a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (d) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

Distribution of Assets on Dissolution. 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 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 the Circuit Court of the County of Rockbridge, Virginia, or such other county or

city 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.

Date: _____

Incorporator