

**AMENDMENT to  
ARTICLES OF INCORPORATION  
OF  
ROTARY CLUB OF Mt. Pleasant  
A South Carolina Nonprofit, Public Benefit Company  
Incorporated 24<sup>th</sup> day of September, 2009**

The undersigned, pursuant to Section 33-31-202 of the Code of the Laws of South Carolina of 1976, as amended, hereby executes the following document and sets forth:

**ARTICLE I**

The name of the nonprofit corporation is "ROTARY CLUB OF Mt. Pleasant, INC." (the "Corporation")

**ARTICLE II**

The Corporation is a public benefit corporation that is organized pursuant to the provisions of the South Carolina Nonprofit Corporation Act. The Corporation shall have a perpetual duration.

**ARTICLE III**

The initial registered office of the Corporation is 524 Vantage Point, Mt. Pleasant, SC 29464.

**ARTICLE IV**

The address of the principal office of the Corporation is P. O. Box 723, Mt. Pleasant, SC 29465.

**ARTICLE V**

The Corporation is organized, and at all times thereafter shall be operated, exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code, 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 section of any future federal tax code.

Without limiting the generality of the foregoing, and consistent with the provisions of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), the purposes of the Corporation shall be to:

- (a) provide college or technical school scholarships to eligible high school students;
- (b) promote better international understanding through support of high school level international exchange student programs;
- (c) combat hunger through “Backpack Buddies” and other programs focused on areas of high need in our community;
- (d) improve literacy, particularly at the elementary school levels;
- (e) build better local communities in, and around, the East Cooper Area through support of community improvement programs, particularly focused on education, hunger, housing, health and wellness;
- (f) build a better worth through support of Rotary International service programs, such as Water Missions and polio eradication ;
- (g) support any of the above additionally through direct financial contributions to organizations aligned with these areas of focus, including the Rotary Foundation.

#### **ARTICLE VI**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article VIII hereof.

#### **ARTICLE VII**

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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxes 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.

#### **ARTICLE VIII**

- (a) The Corporation, being organized (and to be operated) in accordance with the provisions of Section 501 (c) (3) of the Internal Revenue Code or the

corresponding section of any future federal tax code, shall have no capital and no shareholders, and no dividends or pecuniary profits shall be declared or paid.

- (b) The Corporation shall consist of all the members of the Rotary Club of Mt. Pleasant.
- (c) The Board of Directors of the Corporation shall consist of the officers and directors of the Rotary Club of Mt. Pleasant, a 501 (c) (3) organization, who will be serving as members of the Board of Directors. The Board of Directors of the Corporation may appoint as Directors additional persons from the Rotary Club of Mt. Pleasant who will serve at the pleasure of the Board of Directors of the Corporation

#### **ARTICLE IX**

- (a) The Corporation shall distribute its net earnings for each taxable 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 the corresponding section of any subsequent 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 the corresponding section of any subsequent federal tax code).
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or the corresponding section of any subsequent federal tax code).
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under in Section 4944 of the Internal Revenue Code (or the corresponding section of any subsequent federal tax code).
- (e) The Corporation shall not make taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (or the corresponding section of any subsequent federal tax code).

#### **ARTICLE X**

Upon the dissolution of the Corporation, assets shall be distributed to The Rotary Foundation, a 501( c ) entity.

#### **ARTICLE XI**

- (a) The Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or

completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation ) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- (b) Subject to the terms contained in these Articles of Incorporation, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.
- (c) To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred in paragraphs (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

## ARTICLE XII

These Articles of Incorporation may be amended at any time and from time to time as provided in the Bylaws of the Corporation.

**IN WITNESS THEREOF**, the undersigned, as Incorporator, has caused these Articles of Incorporation to be executed on the 9<sup>th</sup> day of June, 2010.

\_\_\_\_\_/s/\_\_\_\_\_  
Robert H. Barton, Jr. Treasurer