

FILED EFFECTIVE

ARTICLES OF INCORPORATION  
OF  
ROTARY INTERNATIONAL DISTRICT 5400, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I  
NAME OF THE CORPORATION

The name of the Corporation is Rotary International District 5400, Inc., also known as, and hereinafter referred to as "Rotary District 5400, Inc.," or "Rotary District 5400."

ARTICLE II  
STATUS

The Corporation is a nonprofit corporation.

ARTICLE III  
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 1015 Strawberry Lane, Boise, Idaho 83712, and the name of the initial registered agent at this address is Terry Gilbert.

ARTICLE V  
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To support the administration and programs of Rotary International ("RI") in promotion of The Object of Rotary, "to encourage and foster the ideal of service as a basis of worthy enterprise." In pursuit of that purpose, Rotary District 5400 shall encourage the organization of and support community-based Rotary clubs in the geographical area assigned to

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it by RI, which clubs shall be its members. Rotary District 5400 shall coordinate the activities of those clubs and shall do those things reasonably necessary to promote, enhance, strengthen and support them in their service to their communities and to the Rotary world.

B. To engage in charitable, religious, educational, or scientific activities within the meaning of Section 501(c) of the Internal Revenue Code, as amended from time to time, including specifically such activities as qualify as exempt under such Section 501(c).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

## ARTICLE VI LIMITATIONS

No part of the net earnings or the assets 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, as amended from time to time.

## ARTICLE VII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Such members shall be the duly chartered Rotary clubs within the geographical area designated by RI as District 5400. Each new club shall automatically become a member upon issuance and acceptance of a certificate of membership in RI. The removal of any club from the district or the termination of any club shall automatically terminate its membership in the Corporation. The chairman (district governor) shall report annually to the clubs on the status of the district.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Each Director of the Corporation shall, at all times, be an individual member of a club which is a member of the Corporation. The district governor of District 5400, the governor-elect of District 5400 and the most recent available past district governor of District 5400 shall always be members of the Board of Directors. The current district governor shall serve as chair of the Board of Directors and as the chief executive officer of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, any additional Directors shall be selected in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors, to serve until July 1, 2008, or selection of their successors, are:

<u>NAME</u>	<u>ADDRESS</u>
Gene Day District Governor, 2007-08	3232 Woodridge Dr. Twin Falls, Idaho 83301
Gene Hoge District Governor-Elect	310 Spoon Dr. Pocatello, Idaho 83204
Kenneth L. Reglin Past District Governor, 2006-07	4225 Mountain View Dr. Boise, Idaho 83704
Rusty Broughton Past District Governor, 2005-06	2265 Teton Plaza Idaho Falls, Idaho 83404
Jerry Timm Past District Governor, 2004-05 District Rotary Foundation Chair	2807 Crescent Rim Dr. Boise, Idaho 83706
Terry Gilbert District Secretary	1015 Strawberry Ln. Boise, Idaho 83712
H. Richard Cook District Treasurer	441 Eastgate Dr. Twin Falls, Idaho 83301
Janet Worthington District Training Committee Chair	8109 W. Powell St. Boise, Idaho 83704
Kevin Learned District Governor Nominee	2407 Parkside Dr. Boise, Idaho 83714

Scott Hansen  
Assistant District Governor

69 North 950 West  
Blackfoot, Idaho 83221

Theresa Gabica  
Assistant District Governor

1805 Julie Ln.  
Twin Falls, Idaho 83301

James H. Riley  
Membership Committee Chair

4570 Johnny Creek Rd.  
Pocatello, Idaho 83204

Richard Saguess  
Member at Large

2046 East Center  
Pocatello, Idaho 83201

#### ARTICLE IX MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

#### ARTICLE X DISSOLUTION AND DISTRIBUTION ON DISSOLUTION

The Corporation shall immediately and automatically cease operations and begin dissolution upon directive of the RI Board or upon the approval of two-thirds of the clubs in a vote at the district conference or in a ballot-by-mail. The district governor shall provide the RI Board notice of a decision by the district to dissolve the corporation, and shall provide a final report upon the completion of the dissolution process.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**ARTICLE XI  
INCORPORATOR**

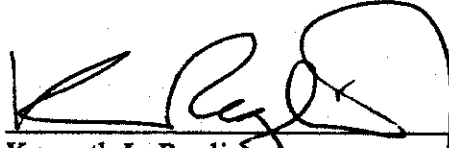
The name and street address of the incorporator is Kenneth L. Reglin, 4225 Mountain View Drive, Boise, Idaho 83704.

**ARTICLE XII  
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws, which shall be consistent with the constitution, bylaws and policies of Rotary International. Where any provision of the Articles of Incorporation or the Bylaws of the Corporation is not in conformity with the constitution, bylaws or policies of RI, the terms of the constitution, bylaws, and policies of RI shall prevail.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors. The Bylaws may also be amended at any properly noticed special or regular meeting of the members, including that annual meeting of members known as the District Conference.

DATED this 11<sup>th</sup> day of June, 2007.

  
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Kenneth L. Reglin  
District Governor, 2006-07