

**ARTICLES OF INCORPORATION
OF
ROTARY INTERNATIONAL DISTRICT 7680, INC.**

A NON-PROFIT CORPORATION

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, being natural persons of full age, have this day executed these Articles of Incorporation for the purpose of forming a non-profit corporation and hereby certify:

ARTICLE I

The name of the Corporation is Rotary International District 7680, Inc.

ARTICLE II

The Corporation is organized under Section 501 (c) (4) of the Internal Revenue Code and shall be operated to provide service to others, promote integrity, and advance world understanding, goodwill, and peace through its fellowship of business, professional, and community leaders.

ARTICLE III

The name of the registered agent is Philip A. Volponi.

ARTICLE IV

The initial registered office, the physical location and the principal address of the Corporation shall be 17019 Hedgerow Park Road, Charlotte, North Carolina 28277, in Mecklenburg County, North Carolina. The mailing address of the Corporation shall be Post Office Box 79132, Charlotte, North Carolina 28271, in Mecklenburg County, North Carolina.

ARTICLE V

The name and address of the incorporator is Catherine M. Bentz, 19453 West Catawba Avenue, Suite E, Cornelius, North Carolina 28031.

ARTICLE VI

The Corporation will have members. The initial membership of the district shall be the Rotary clubs in the district as of the time of the incorporation. The addition or removal of a club or clubs from a district pursuant to the Rotary International bylaws shall immediately and automatically result in a corresponding change in the membership

of the district corporation. Only Rotary Clubs in the district may be members of the incorporated district.

ARTICLE VII

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets remaining to the Rotary Foundation or one or more organizations organized and operated for one or more of the purposes contained in these Articles or to such organizations as shall at the time qualify as exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of the United States, as amended from time to time.

ARTICLE VIII

The Corporation shall be a not-for-profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors or officers.

ARTICLE IX

Where any provision of the corporate documents of this Corporation is not in conformity with the constitution, bylaws, or policies of Rotary International, then the terms of the constitution, bylaws or policies of Rotary International shall prevail at all times.

ARTICLE X

All Rotary Clubs in the incorporated district 7680 shall be members of this Corporation.

ARTICLE XI

This District Corporation shall immediately and automatically cease operations and begin dissolution upon directive of the Rotary International 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 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.

ARTICLE XII

The board of directors and officers of this Corporation shall be limited to Rotarians who are members of clubs in the District.

ARTICLE XIII

The directors of this Corporation shall include the current District Governor, the District Governor-Elect, and the most recent Past District Governor, who served in that District, and such other Rotarians, if any, as may be determined by the District. The number and terms of the directors shall be as required by local law and as provided for by the Corporation's Bylaws.

ARTICLE XIV

The current District Governor shall be the highest officer of this Corporation and shall serve as Chairman of the Board of Directors. The Corporation may elect such other officers as required by local law and as provided for in its Bylaws.

ARTICLE XV

The District Governor shall report annually to the clubs on the status of this Corporation.

These articles will be effective upon filing.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles, this ____ day of _____, 2018.

Signature of Incorporator

Catherine M. Bentz

Typed or Printed Name

Title: Incorporator