

**ARTICLES OF INCORPORATION OF
ROTARY INTERNATIONAL DISTRICT 6920, INC.**

ARTICLE I

Name

The name of the Corporation is:

Rotary International District 6920, Inc.

ARTICLE II

Nonprofit Corporation; Effective Date

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code. The effective date of the Corporation shall be July 1, 2026.

ARTICLE III

Members

The Corporation shall have members ("Members"). The Members of the Corporation shall be comprised of, and limited to, all Rotary Clubs designated to be in Rotary International District 6920 ("District 6920") pursuant to the bylaws, rules and regulations of Rotary International, Inc. ("Rotary International"). The addition or removal of a club or clubs from District 6920 pursuant to Rotary International bylaws, rules or regulations shall immediately and automatically result in a corresponding change in the membership of the Corporation.

ARTICLE IV

Registered Office and Agent

The initial registered office of the Corporation shall be at _____ . The county of the registered office is _____ County. The initial registered agent of the Corporation at such address shall be _____ .

ARTICLE V

Incorporator

The name and address of the incorporator is **William T. Adkins, Jr., 200 Wheeler Street, St. Marys, Georgia 31558.**

ARTICLE VI

Nonprofit Corporation and Purpose

The objects and purposes for which the Corporation is formed are the following:

(a) The Corporation is organized exclusively for charitable and benevolent purposes and the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (“the Code”), including, for such purposes:

(1) To encourage, promote and extend the Object of Rotary and to maintain the relations of a member club in Rotary International. In so far as the provisions of the laws of the State of Georgia under which this Corporation is incorporated shall permit, this Corporation shall operate in a manner consistent with the constitution and bylaws of Rotary International.

(2) To hold and manage property and funds for non profit purposes, including the assistance and support of the Rotary Clubs of District 6920 in their pursuit of programs and activities that promote the Object of Rotary.

(3) To promote, support and enhance the Rotary Clubs of District 6920 and serve as a liaison between member clubs and Rotary International, and toward these ends to do all acts and things necessary, conducive, incidental or advisable to accomplish any of the purposes for which this Corporation is formed, including, but not limited to, any powers now or hereafter conferred upon or allowed by Georgia law.

(4) To engage in such other charitable purposes as shall be determined by the Board of Directors, which purposes shall be permitted by the Georgia Nonprofit Corporation Code and §501(c)(4) of the Code and the regulations promulgated thereunder.

(b) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, Members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, reimburse reasonable expenses and to make payments and distributions in furtherance of the purposes set forth in Article VI of these Articles.

(c) The Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(4) of the Code or cause it to lose such exempt status. The Corporation shall not attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(4) of the Code and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of 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 by a corporation exempt from

federal income tax under Section 501(c)(4) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) The Corporation is organized for solicitation, receipt, investment and expenditure of bequests, donations, contributions and gifts of every kind and character, including cash and property, both real and personal, all of which shall be used exclusively for the charitable purposes of the Corporation as described above and, in furtherance thereof:

- (1) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest or devise, from any person, firm, trust, corporation or other legal entity, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time. This shall include donations, pledges and gifts of every kind and character and the Corporation shall have the right to agree with any donor that any such donation shall be designated for a particular purpose and shall be used only for such purpose, provided said purpose is for the benefit of the Corporation, directly or indirectly. The Corporation may establish separate and distinct funds or investment accounts for gifts so designated and enter into contractual arrangements with donors to appropriately restrict the use and application of such gifts. Additionally, the Corporation may restrict the use of undesignated funds on its own initiative;
- (2) To solicit gifts, grants, and contributions and otherwise to raise funds to support and advance the charitable programs and activities of the Corporation as provided above, including development and operation of scholarship and endowment programs; provide for supplemental funds to promote any charitable activity conducted by the Corporation; and sponsor activities of every kind and description which the Corporation deems to be of benefit to the non-profit and charitable purposes of the Corporation and those individuals it serves;
- (3) To use and distribute property exclusively for charitable purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in the Articles of Incorporation and in the Bylaws of the Corporation, or in accordance with determinations made by the Board of Directors pursuant to the Articles of Incorporation and Bylaws of the Corporation;
- (4) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and in the Bylaws of the Corporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501 (c) (4) of the Code).

(e) If any provision of these Articles of Incorporation is not in conformity with the constitution, bylaws or policies of Rotary International, as amended from time to time, the terms, conditions and requirements of the constitution, bylaws or policies of Rotary International shall control and prevail at all times.

ARTICLE VII

Board of Directors and Officers

(a) The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the Directors to carry out the purposes and functions of the Corporation. The Directors shall be elected in accordance with these Articles and the Bylaws of the Corporation and shall have the powers and duties set forth in these Articles and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit charitable corporation under Section 501(c)(4) of the Code.

(b) The Board of Directors and officers of the Corporation shall be limited to Rotarians who are members of Rotary Clubs in District 6920.

(c) The Directors of the Corporation shall include the current District Governor, District Governor-Elect and the most recent past District Governor who served in District 6920 and such other Rotarians as may be determined by the Corporation.

(d) The initial Board of Directors is comprised of the following individuals:

1. **William T. Adkins, Jr., District Governor**
2. **Beverly Trainor, District Governor Elect**
3. **Danny Broyles, District Governor Nominee**
4. **Todd Freesemann, Immediate Past District Governor**
5. **Felix Smith, Past District Governor**
6. **Heather Kellen, Past District Governor**
7. **Paula Goodnow**
8. **Elizabeth Hardin**
9. **Donald Fountain**
10. **Joy Hurst**
11. **Amy Maley**
12. **Glenn Cook**
13. **Michael G. Gray**

(e) The officers of the Corporation shall be selected as provided for in the Bylaws of the Corporation. The current District Governor shall be the highest officer of the Corporation and shall serve as the Chair of the Board of Directors.

ARTICLE VIII

Dissolution

(a) The Corporation shall immediately and automatically cease operations and begin dissolution: (1) upon directive of the Board of Directors of Rotary International; or (2) upon the approval of two-thirds (2/3) of the Members in a vote at the District Conference or in a ballot by mail. The District Governor shall provide the Rotary International Board notice of a decision by District 6920 to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process.

(b) Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) or (4) of the Internal Revenue Code of 1986, as amended, as an exempt organization, to be used exclusively for charitable purposes, as described in Article VI of these Articles. Priority shall be given to any other Rotary International organization then operating within the State of Georgia. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of the county in which the registered office is then located shall make such distribution exclusively for charitable purposes (as described in Article VI of these Articles) or to such organizations qualifying under Section 501(c)(3) or (4), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Limitation of Directors Liability

(a) A Director or officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director or officer, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) from acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Official Code of Georgia Annotated § 14-3-860, et seq., or (iv) for any transaction from which the Director or officer received an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or officer of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code, hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a Director or officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended

Georgia Business Corporation Code, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE X

Indemnification & Insurance

(a) Each person who is or was a Director or officer of the Corporation, and each person who is or was a Director or officer of the Corporation who at the request of the Corporation is serving or has served as a director, trustee or officer of another corporation, partnership, joint venture, trust or enterprise, shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitral, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a Director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Nonprofit Corporation Code, subject to the conditions prescribed under such statutory provisions, all as set forth in Official Code of Georgia Annotated § 14-3-850, et seq.

(b) In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been a Director or officer of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person, the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

(c) Nothing in this Article shall be construed as limiting the applicability and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses. Further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

(d) In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such person whether or not the Corporation would have the power to indemnify such Directors or officers against any liability under the laws of the State of Georgia.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
____ day of _____, 2026.

William T. Adkins, Jr., Incorporator

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