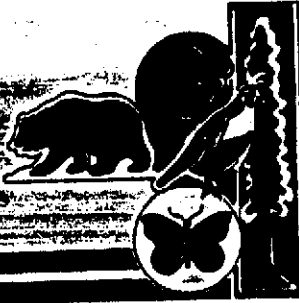


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State
of
California

OFFICE OF THE SECRETARY OF STATE

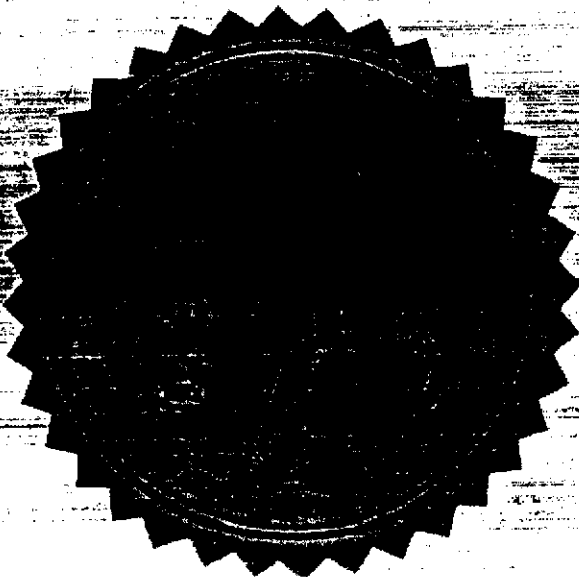
CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

NOV 15 1989



March Fong Eu

Secretary of State

1652585

RECORDED
FILED
Office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

OF

ROTARY CLUB OF SANTA ROSA FOUNDATION

NOV 13 1989

MARCH FONG EU, Secretary of State

I

The name of this corporation is ROTARY CLUB OF SANTA ROSA FOUNDATION.

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. Such purposes include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Such purposes include the conduct and support of philanthropic community projects within the territorial limits of the ROTARY CLUB OF SANTA ROSA.

III

The name of the initial agent of the corporation for service of process is Ted Ingham, whose current address is c/o Rotary Club of Santa Rosa, 835 Fourth Street, Santa Rosa, California.

IV

The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling

vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

V

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings or assets 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 II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(L) of the Internal Revenue Code, 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 except as provided in Section 501(L) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

VI

(a) The property of this corporation is irrevocably dedicated to charitable purposes.

(b) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Such distributions shall comply with California Corporations Code Sections 6713 through 6718, or such successor statutes as may from time to time be enacted.

VII

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall distribute its income 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 of 1954, or corresponding provisions of any subsequent Federal tax laws.

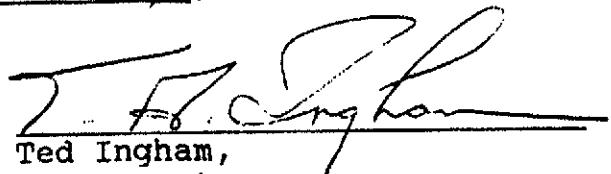
(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of ROTARY CLUB OF SANTA ROSA FOUNDATION, has executed these Articles of Incorporation on October 31, 1989.

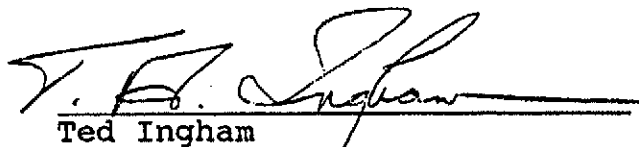

Ted Ingham,
Incorporator

DECLARATION

I am the person whose name is subscribed below. I am the sole Incorporator of ROTARY CLUB OF SANTA ROSA FOUNDATION and have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on October 31, 1989, at Santa Rosa, California.

I declare that the foregoing is true and correct.


Ted Ingham