

VERMONT SECRETARY OF STATE

Location: 81 River Street Mail: 109 State Street
Montpelier, VT 05609-1104
(802) 828-2386

ARTICLES OF ASSOCIATION

(non-profits and cooperatives)

Corporate name: ROTARY CLUB CHARITIES OF ESSEX, VERMONT, INC.

(The word cooperative must be used if the corporation is incorporating as a cooperative)

Name of registered agent: Stephen A. Unsworth

A registered agent is an individual or a domestic or foreign corporation, profit or non-profit, whose business office is identical to the address of the registered office. The registered office must be located in Vermont. A registered agent receives various kinds of legal notices, including service of process for the corporation. A corporation cannot act as its own registered agent.

Address of registered office: 26 Railroad Avenue, Essex Junction, Vermont 05452

(street; not PO Box of place of business) (city) (zip)

The period of duration shall be (if not perpetual so state): Perpetual

Please check the box that applies for your corporation:

- Non-profit corporation (T.11, Ch.19, Sec.2351-2619) Cooperative Marketing Act (T.11, Ch.7, Sec.991-1031)
- Worker Cooperative (T.11, Ch. 8, Sec.1091-1092) Cooperative Housing Ownership Act (T.11, Ch.14, Sec.1581-1609)

Operating year end: June 30 Dec. 31st shall be designated if one is not given.

DIRECTORS: Non-profit corporations must have at least 3 directors.
Marketing cooperatives must have at least 5 directors.
Worker cooperatives are governed under T.11A; no set number of directors.
Housing cooperatives must have at least 3 directors.

Names and complete addresses of the individuals who will serve as the initial board of directors:

Raymond M. Bourbeau,	47 Maryland St.,	So. Burlington,	VT 05403
Raymond S. Cota,	5 Kimberly Dr.,	Essex Junction,	VT 05452
Joseph P. Cronin,	N-5 Stonehedge Dr.,	So. Burlington,	VT 05403
Lawrence R. Curtis,	7 Riverdell Dr.,	Essex Junction,	VT 05452
Robert M. Plageman,	19 Beech Street,	Essex Junction,	VT 05452
Stephen A. Unsworth,	24 South Ridge,	Williston,	VT 05495

NUMBER OF SHARES AUTHORIZED: (IF STATUTE ALLOWS) NONE

Non-profits governed by T.11, Ch.19 cannot authorize shares.

Please refer to the appropriate statute to determine whether additional information is required to be included in your articles. Corporations wishing to obtain tax exempt status from the Internal Revenue Service may want to include certain provisions required by the IRS in their original articles.

PURPOSES :

- A. The purpose is to promote, organize and operate fund raising events for educational, charitable and recreational purposes, to receive and administer funds for educational, charitable and recreational purposes, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Association, the Bylaws of the Corporation, or any laws applicable thereto. **This shall be construed under Section 501(c)(3) of the Internal Revenue Code.**
- B. The purposes for which the Corporation is organized shall be confined to those which are strictly educational, charitable and/or recreational. No part of the net earnings shall inure to the benefit of any private shareholder or individual.
- C. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Vermont for the purpose of accomplishing any of the purposes of the Corporation.
- D. Without limiting the generality of the foregoing, one of the principal purposes of the Corporation shall be the fostering of the goals of the Rotary International.
- E. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- F. 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.
- G. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- H. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.
- I. In any year in which the organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of selfdealing as defined in IRC 4941(d), (b) retain an excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal Tax laws.
- J. All members of the Board of Directors shall be rotarians.

NON-PROFIT CORPORATIONS UNDER T.11, CH.19, ARE REQUIRED TO FILE STATUS REPORTS EVERY 5 YEARS. THE SECRETARY OF STATE WILL SEND NOTICE WHEN IT IS DUE. COOPERATIVES CHARTERED AS "PROFIT" ARE REQUIRED TO FILE A REPORT EACH YEAR AT THE CLOSE OF ITS FISCAL YEAR END.

One or more persons of majority age (18) may act as incorporator by signing below. At least one of the incorporators in a non-profit corporation under T.11, chapter 19 shall be a resident of Vermont.

VT incorporators signature _____ (**Stephen A. Unsworth**) _____

Stephen A. Unsworth

Address of VT resident **South Ridge, Williston, VT 05495**

FEES **\$35.00** - Non-profit corporation, T.11, Ch.19
 \$35.00 - Worker Cooperative, T.11, Ch.8
 \$35.00 - Cooperative Housing Ownership Act, T.11, Ch.14
 \$20.00 - Cooperative Marketing Act, T.11, Ch.7

This document must be typewritten or printed and filed in duplicate.

OFFICE OF SECRETARY OF STATE

FILED _____; fee of _____ has been paid.

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Rotary Club Charities of Essex – FEIN: 03-0348126