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ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

JUL 15 1992

MARCO ANTONIO EV. Secretary of STATE

ARTICLES OF INCORPORATION OF  
THE WOODLAND ROTARY ENDOWMENT

I

NAME

The name of the corporation is THE WOODLAND ROTARY  
ENDOWMENT.

II

PURPOSE

nonprofit

This Corporation is a/public benefit corporation  
and is not organized for the private gain of any person. It  
is organized under the nonprofit public benefit corporation  
law of California for charitable and public purposes.  
Including, but not limited to the funding and awarding of  
scholarships to graduating seniors of the Woodland California  
Joint Unified School system.

III

PROHIBITIVE ACTIVITIES

No substantial part of the activities of this  
Corporation shall consist of the carrying on of propaganda,  
or otherwise attempting to influence legislation, and the  
Corporation' shall not participate or intervene in any  
political campaign (including the publishing or distribution  
of statements) on behalf of any candidate for public office.  
This Corporation shall not engage in any other activities not  
permitted to be carried on by a corporation exempt from  
federal income tax under Section 501(c)(3) of the Internal  
Revenue Code of 1986 (or the corresponding provision of any

future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

#### IV

##### AGENT FOR SERVICE OF PROCESS

The name and address of the Corporation's initial agent for service of process is Robert Nakken, 429 First Street, Woodland, CA 95695.

#### V

##### MEMBERS AND MEMBERSHIP

The members of this Corporation shall be the persons who from time to time are members of, and entitled to vote in, the Rotary Club of Woodland, California. This Corporation is being formed by members of the Woodland Rotary Club of Woodland, California, for the purposes stated in these articles. The Bylaws of this Corporation may authorize additional classes of members, but no additional classes of members shall have the right to vote.

#### VI

##### DISTRIBUTION OF ASSETS

No part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provisions

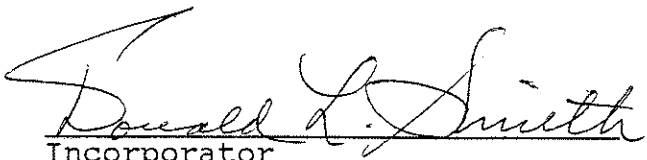
for payment, of all debts and liabilities of this Corporation shall be distributed to another nonprofit corporation, or to such other nonprofit fund, foundation, or corporation which is organized under the Public Benefit Corporation law and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law), as the members of this Corporation shall determine. This Corporation is not organized nor shall it be operated for pecuniary gain or profit.

VII

AMENDMENT

These Articles may be amended by amendments approved by the Board of Directors of the Corporation or by amendments approved by the members of the Corporation. Any amendments by the Board of Directors of the Corporation shall be approved by the members of the Rotary Club of Woodland, California, a nonprofit organization.

Dated: *March 4, 1992*

  
Incorporator