

H0348-0708

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
05/12/92

CHARTER NUMBER: 501176  
ROLL AND FRAME: H348-0708

CORPORATION:

OHIO-ERIE ROTARY YOUTH EXCHANGE PROGRAM INC.  
FORMERLY THE OHIO-ERIE ROTARY YOUTH EXCH  
ANGE PROGRAM, DISTRICTS 660,663,665.....

DOCUMENT NUMBER

92040213901

CODE

AMA  
CHP  
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25.00  
NO FEE  
NO FEE

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RETURN TO: PAUL E. PAULSON  
1604 LINCOLN WAY E  
MASSILLON OH 44646-6967

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H0348-0709



# The State of Ohio

**Bob Taft**  
Secretary of State

501176

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMA CHP CHN

of:

OHIO-ERIE ROTARY YOUTH EXCHANGE PROGRAM INC. FORMERLY THE OHIO-ERIE ROTARY YOUTH EXCHANGE PROGRAM, DISTRICTS 660,663,665.....

Recorded on Roll H348 at Frame 0710 of the Records of Incorporation and Miscellaneous Filings.

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 30TH day of APRIL, A.D. 1992.



*Bob Taft*  
**Bob Taft**  
Secretary of State

H0348-0710



Prescribed by  
Bob Taft, Secretary of State  
30 East Broad Street, 14th Floor  
Columbus, Ohio 43266-0418  
Form C-128 (January 1991)

Charter No.	50176
Approved	[Signature]
Date	4-30-92
Fee	\$25.00

92040213901

# CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION of

The Ohio-Erie Rotary Youth Exchange Program Districts 660, 663, 665, 667,  
669, Inc.  
(Name of Corporation)

Philip Peckinpaugh, who is:

Chairman of the Board     President     Vice President (Check one)

and

Paul E. Paulson, who is:  Secretary     Assistant Secretary (Check one)

of the above named Ohio corporation not for profit do hereby certify that:

a meeting of the members of said corporation entitling them to vote on the proposal to adopt Amended Articles as contained in the following resolution was duly called and held on the 5<sup>th</sup> day of April, 1992, at which meeting a quorum such members was present in person or by proxy, and that by the affirmation vote of the members entitled under the articles to exercise 100 % of the voting power of the corporation on such proposal,

in a writing signed by all of the members entitled to notice of a meeting for such purpose.

The following resolution was adopted:

RESOLVED, that the following Amended Articles of Incorporation be and the same are hereby adopted to supercede and take place of the existing Articles of Incorporation and all amendments thereto.

## AMENDED ARTICLES OF INCORPORATION

SEE AMENDED ARTICLES ATTACHED

[REDACTED]

H0348-0711

REVISIONS MADE TO  
ARTICLES OF INCORPORATION AND CONSTITUTION  
OHIO-ERIE ROTARY EXCHANGE PROGRAM

ARTICLE I THE NAME

The name of this organization shall be the Ohio-Erie Rotary Youth Exchange Program Inc.

ARTICLE II THE OBJECT

First: To foster international goodwill and understanding within the framework of Rotary.

Second: To unite Youth Exchange officers and committee chairman of Rotary Districts Youth Exchange Program, committees in the administration of a youth exchange program which will:

- A. Provide youth with a one year experience in international living.
- B. Provide youth with a one year experience in pre-university studies in another country.

ARTICLE III MEMBERSHIP

Section 1: To be a member a District must:

- A. Have approval to participate by a majority of the Districts' Rotary Clubs, signified by a vote taken and passed at a District Conference as provided by RI Constitution.
- B. Have an appointed Rotary District Youth Exchange Officer and have appointed a Rotary District Youth Exchange Program Committee.
- C. Have accepted the Articles of Incorporation and Constitution and By-Laws, if any, of the Ohio-Erie Youth Exchange Program Inc.
- D. Have accepted the financial responsibility involved in the program.
- E. Be geographically adjacent to a member's district.
- F. Have received approval of the Board of Directors of Rotary International to participate in this organization.

Section 2: Associate Membership may be extended to other districts on a probationary basis with all conditions applicable exclusive of voting rights.

H0348-0712

**OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION**

Revisions of September 14, 1991

**Section 3: Individual membership** will be composed of the following officers from member districts: District Governors, District Youth Exchange Officer or Chairman of Rotary District Youth Exchange Program Committees of the Ohio-Erie Rotary Youth Exchange Program, District Inbound and Outbound Chairmen, Ohio-Erie Officers, Ohio-Erie General Chairmen, Ohio-Erie Inbound Chairman, Ohio-Erie Outbound Chairmen, Recording and Administrative Secretary, Treasurer, Contacts, and Chief Contact.

**Section 4: Membership** will pass from retiring District Youth Exchange Officers or Chairman to newly appointed District Youth Exchange Officers or Chairman, except as provided under section 2 and 5. Ohio-Erie officers will be elected or appointed as otherwise provided in these Articles

**Section 5: Termination of Membership**

A. A District can terminate its membership by giving written notification to the Ohio-Erie Chairman of the Ohio-Erie Rotary Exchange Program Inc. which shall become effective as of the First day of October immediately following such notification. Individual members may terminate by notifying the Ohio-Erie General Chairman and such termination shall be effective immediately if requested.

B. District Youth Exchange Officers, a District or Ohio-Erie Officer memberships may be terminated by a vote of the other members (75% agreeing) for failure to comply with the Constitution and By-Laws. In the case of a member district, membership may be terminated for failure to develop and maintain a viable District Youth Exchange Program. Proceedings for suspension or expulsion of a member may be instituted by a petition to the membership in writing by any three members or by the executive committee on its own motion. A statement of the charges on which such action is based shall be mailed, by registered mail, to the recorded address of the member and/or his designee at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the membership at which the charges shall be considered and the member shall have the opportunity to appear in person or by his representative or designee and present any defense to such charges before action is taken thereon.

**Section 6: Admission to Membership.** Application for admission as a member shall be made upon forms prescribed by the membership. Admission as a member of Ohio-Erie shall require the affirmative vote of a majority of the membership present at a meeting of the membership at which a quorum is present. Applicants shall be advised by mail of the action

H0348-0713

OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION  
Revisions of September 14, 1991

taken by the membership, and shall have all rights and privileges of membership from the date of acceptance or the fulfillment of all requirements noted in the Certificate of Incorporation or any By-Laws hereinafter enacted.

ARTICLE IV CONTROL

Section 1: The Ohio-Erie Rotary Youth Exchange Program Inc. will be under control of the membership composed of the individual members, and the Chairman of the membership and the Chief Operating Officer will be the Ohio-Erie General Chairman.

Section 2: The Coordinator, a.k.a. Ohio-Erie Chairman, of the Ohio-Erie Youth Exchange Program Inc. shall be the senior in service as the Inbound or Outbound Ohio-Erie Chairman. The Deputy Ohio-Erie Chairman shall be the second most senior in service as Ohio-Erie Inbound or Ohio-Erie Outbound Chairman. If for some reason a Deputy Ohio-Erie Chairman resigns, the remaining In or Outbound Ohio-Erie Chairman shall be so designated Deputy Ohio-Erie Chairman. It is contemplated that the General Chairman will serve two terms.

Section 3: The Executive Committee shall be composed of the Ohio-Erie Chairman, Administrative Secretary, Recording Secretary, Outbound Ohio-Erie Chairman, Inbound Ohio-Erie Chairman, the Treasurer of the Ohio-Erie Multiple District organization, and at least one District Chairman. The latter member to be appointed by the Ohio-Erie Chairman. This appointment to be effective until the following June 30th.

Section 4: The policies of this organization shall be formulated by the membership, a quorum being present.

Section 5: The day to day operation of this organization will be the responsibility of the Ohio-Erie Chairman and the Ohio-Erie Executive Committee.

Section 6: The procedures developed and used to administer this program are to protect the youth and assure a successful experience in international goodwill and understanding by all involved.

ARTICLE V MEETINGS

Section 1: The members shall hold two (2) stated meetings each year, one in March/April, the other September/October. The following meeting date shall be set at the stated meetings.

Section 2: The Ohio-Erie Chairman shall have the authority to call special meetings of the members as he deems necessary. The secretary shall notify all members by regular mail. At least two (2) weeks notice to each member shall be required prior to the date of such a special meeting. The Executive Committee and/or at least ten per cent of the members may

## H0348-0714

### OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION

Revisions of September 14, 1991

also call a special meeting.

**Section 3: Waivers of Notice.** Notice of any meeting may be waived in writing by any member or his designee if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting in person, or by proxy when the instrument or proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice of such meeting.

**Section 4: Quorum.** At any meeting of members, or their designees, a majority of the members, or their designees, certified to vote on questions presented to the meeting, represented thereat in person or by proxy or by certified representative, shall constitute a quorum, and a majority vote of such quorum shall be necessary for the transaction of any business of the meeting, unless a greater number is required by law, the Articles of Incorporation, or any By-Laws of the organization.

**Section 5: Voting Rights and Proxy.** Each member in good standing, or their designees, shall be entitled to one vote, exercisable in person or by proxy, on any matter presented to the membership for a vote. When a District has two Chairmen, the Chairman named by the District Governor shall be the voting member. In order for a proxy to constitute a valid vote, it must meet all of the following requirements: It must be executed in writing by a member or his designee; it must name the person authorized to exercise the proxy; it must be exercised at or prior to the rescission thereof; it must be exercised or voted in person by the person authorized to exercise it.

**Section 6: Action by Consent.** Any action required or which may be taken at a meeting of members, or their designees, may be taken without a meeting but with the same effect as a regular vote at a meeting if prior to such action, a consent in writing setting forth the action to be taken, shall be signed by a majority, or otherwise provided percentage, of all members, or their designees entitled to vote with respect thereto, and such consent is filed in the minute book of the Corporation.

### ARTICLE VI ADMINISTRATION

**Section 1:** The operating members shall elect an: Inbound Ohio-Erie Chairman, Outbound Ohio-Erie Chairman, Recording Secretary, and Treasurer.

**Section 2:** The election of officers shall be held during the stated March/April meeting. Elective officers will assume office on the following July 1st.

**Section 3:** The term of these officers shall be one (1) year, except that it is contemplated that there shall be a sequen-

H0348-0715

## OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION

Revisions of September 14, 1991

tial move from Outbound Chairman, to Inbound Chairman, to General Chairman. No person shall be elected as Ohio-Erie Chairman until he/she has served as a District Chairman, Ohio-Erie Outbound Chairman, and Ohio-Erie Inbound Chairman. It is contemplated that the Ohio-Erie General Chairman will serve two terms.

## Section 4: Duties of elective officers.

A. Ohio-Erie Chairman (Coordinator)

1. Serve as the Ohio-Erie Chairman of the Ohio-Erie Rotary Youth Exchange Program Inc. and be responsible for the administration in accordance with the Rotary International Guidelines.
2. Serve as an alternate "Responsible Officer" of the United States Information Agency a Department of the United States State Department.
  - a. This entails the preparation and issuing of IAP-66 forms to qualified foreign students which permits these students to acquire entrance visa (J-1) to enter the United States on a Rotary Exchange Program for one year.
  - b. The "Responsible Officer" is accountable for the IAP-66 forms issued and must make an annual report to the State Department.
  - c. Inform the United States Information Agency of the departure dates of foreign students returning home.
3. Receive, review, and supervise all incoming foreign exchange students applications that have been assigned to the Districts; and to assist District Exchange Officers (Chairman) and International Contacts with all matters concerning foreign and U.S. students within the program.
4. Supervise the Administrative Secretary, the Outbound Ohio-Erie Chairman and the Inbound Ohio-Erie Chairman in the assignment of inbound and outbound student applications.
5. Assist districts with training and orientation when requested to do so.
6. Be responsible for scheduling, organizing and presiding over all Ohio-Erie Multiple District Meetings.



H0348-0716

OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION  
Revisions of September 14, 1991

7. Represent the Ohio-Erie Multiple Districts with Rotary International and serve as an official representative to all International Youth Exchange Conferences held in conjunction with Rotary International Conventions.

8. Be responsible for the drafting of the annual proposed budget to be finally prepared by the Executive Committee and presented to the membership for their approval. The proposed budget for the fiscal year July 1 to June 30 will be submitted for approval of the membership at the semi-annual March/April meeting of the Ohio-Erie Multiple Districts.

B. Deputy Ohio-Erie Chairman

1. Assume responsibilities of the Ohio-Erie Chairman when he is unable to fulfill said duties.
2. Responsible for any and all duties or assignments as delegated by the Ohio-Erie Chairman.
3. Serve as a member of the Executive Committee.

C. Recording Secretary

1. Responsible for recording the minutes of all general meetings of the Ohio-Erie Multiple Districts.
2. Responsible for publication and distribution of copies of said minutes to District Governors, District Governor Nominees, District Youth Exchange Officers (Chairman), Contacts, and all other key personnel within 20 days of the meeting.
3. Serve as a member of the Executive Committee.

D. Treasurer

1. Responsible for maintaining records of all financial transactions of the Ohio-Erie Rotary Youth Exchange Program Inc.
2. Responsible for collection of all fees due the Ohio-Erie Youth Exchange Program Inc. and the disbursement of all authorized funds as outlined in the annual budget.
3. Responsible for a written detailed Treasurer's report to be presented for approval at the semi-annual general meetings.

H0348-0717

## OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION

Revisions of September 14, 1991

4. Serve as a member of the Executive Committee.

5. All checks for payment are to carry two signatures. Authorized signers are the Treasurer, the Ohio-Erie Chairman, and the Deputy Ohio-Erie Chairman.

A. No checks shall be issued unless a statement of request for payment with receipted bills attached is presented.

B. The Treasurer's books shall be audited yearly.

E. Inbound Ohio-Erie Chairman

1. Assist the General Chairman in all matters pertaining to inbound exchange persons.

2. Assist Administrative Secretary in processing all inbound student applications and in the allocation of same to the various Ohio-Erie Districts for hosting.

3. Be responsible for training District officers regarding the hosting of foreign students.

F. Outbound Ohio-Erie Chairman

1. Assist the General Chairman in all matters pertaining to outbound exchange persons.

2. Assist the Administrative Secretary in processing all outbound student applications and in the allocation of same to the various International Contacts for placement overseas.

3. Be responsible for developing and promoting a program of recruitment of outbound students.

G. Administrative Secretary

1. Assist the General Chairman as needed.

2. Maintain the computer records of the exchanges.

3. Receive and allocate all the Inbound and Outbound applications being assisted in these allocations by the Inbound and Outbound Chairman.

4. Responsible for the District billings.

5. If requested by the Chairman or Treasurer, maintain the accounting records for the Treasurer.

**H0348-0718****OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION**

Revisions of September 14, 1991

6. Serve as "The Responsible Officer" for the USIA, United States Information Agency, and prepare the IAP66 forms for inbound students.

**H. Chief Contact and other contact appointments**

Subject to the approval of the membership, the Chairman shall appoint a Chief contact to supervise the activities of all contacts serving Ohio-Erie Youth Exchange Program Inc. In addition, the chief contact in conjunction with the Chairman and subject to the approval of the membership, shall appoint all contacts and report their activities to the membership at such membership regular meeting.

**ARTICLE VII FINANCIAL RESPONSIBILITY OF OHIO ERIE**

Section 1: Each District shall contribute \$900.00 toward the operation of Ohio-Erie. This allows the Districts to have 20 student exchanges at no charge. This is due and payable January 1 of each year.

Section 2: Exchanges over 20 will be billed at \$35.00 per exchange student inbound and at \$35.00 per exchange student outbound. This is due and payable on arrival of inbound students and on receipt of applications of outbound students by the Ohio-Erie Administrative Secretary. Both Section 1 and Section 2 dollar amounts of this Article may be changed from time to time by action of the membership.

Section 3: The Ohio-Erie Districts will pay the coach air fare and hotel expenses for the Ohio-Erie Chairman to attend the International meeting of International Student/Youth Exchange Officers held each year before the Rotary International Convention. This is due and payable on notice by the Treasurer following receipt of invoices and bills from the Ohio-Erie Chairman attending the Rotary International Convention Youth Exchange Meeting.

**ARTICLE VIII. OPERATING PROCEDURES**

The operating procedures for all Districts shall be contained in the Ohio-Erie Manual of Operations as approved by and/or amended by the membership at any regularly called meeting, a quorum being present.

**ARTICLE IX AMENDMENTS**

Section 1: The Constitution may be amended at either of two (2) semi-annual meetings by a vote of the members (75% agreeing) a quorum being present.

H0348-0719

## OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION

Revisions of September 14, 1991

Section 2: Any member or officer has the right to propose an amendment to this Constitution provided it is in harmony with the Constitution and By-Laws of Rotary International.

Section 3: The proposed amendment shall be submitted in writing to the Ohio-Erie Chairman ~~three~~ (3) months prior to the next stated meeting. The Ohio-Erie Chairman shall cause the proposed amendment to be circulated, in writing, to all members at least thirty (30) days prior to the stated meeting.

ARTICLE X I.R.S. 501 (C) (3)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, 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. Notwithstanding any other provision of these articles, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the corporation, the membership shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific 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 membership shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, to one or more of such organization or organizations organized and operated exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

H0348-0720

OHIO-ERIE YEP INC. ARTICLES AND CONSTITUTION  
Revisions of September 14, 1991

ARTICLE XI The place in this State where the principal office of the corporation is to be located is in the City of Massillon, Stark County, Ohio.

ARTICLE XII The names and addresses of the persons who were the ~~initial~~ members of the corporation are as follows:

<u>Name</u>	<u>ADDRESS</u>
William H. Stull	North Canton
William H. Elliot	Minerva
Paul E. Paulson	Massillon
Robert Bextel	Dayton
Howard Zerkle	Willard
Curt Bashor	Parma
William J. Ryall	North Canton
Harold Johnson	Mt. Vernon
Bill Broadbent	Chesterland
Dr. Wm. Gable	Tipp City
C. Wm. Hulbert	Hubbard
Rudolph Bender	Hubbard
Dick Elliot	Alliance
Dr. O.K. Brown	Dover
Joe Aguiar	East Palestine
Rick Williamson	Xenia
Art Johnson	Cincinnati
Oscar G. Darlington	Ada
Lawrence J. Ellert	Cleveland
James Neff	Canfield
Arthur F. Vollmer	Miamisburg
T.D. Griley	Newark

IN WITNESS WHEREOF we, at least three (3) members, have hereunto subscribed our names, this 26 day of December 1991.

*Paul E. Paulson*

*Dr. O.K. Brown*

*Arthur F. Vollmer*

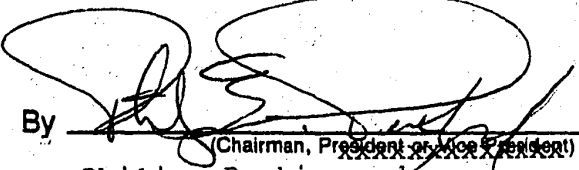
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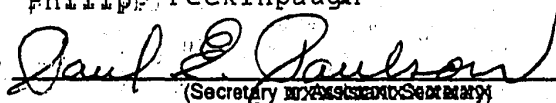
XIII

~~FOURTH~~: These Amended Articles of Incorporation take the place of and supercede the existing Articles of Incorporation as heretofore amended.

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 23rd day of April, 19 92.

The adopted amended articles of incorporation shall supercede the existing articles of incorporation and amendments thereto.

By   
(Chairman, President or Vice President)  
Phillip Peckinpaugh

By   
(Secretary or Assistant Secretary)  
Paul E. Paulson

NOTE: Ohio law does not permit one officer to sign in two capacities. Two separate signatures are required, even if this necessitates the election of a second officer before the filing can be made.



Prescribed by  
 Bob Taft, Secretary of State  
 30 East Broad Street, 14th Floor  
 Columbus, Ohio 43266-0418  
 Form C-123 (January 1991)

H0348-0722

## CONSENT FOR USE OF SIMILAR NAME

On the 5th day of April, 1992, the BOARD OF  
 DIRECTORS (TRUSTEES) OF The Ohio-Erie Rotary Youth Exchange Program,  
 Districts 660, 665, 667, 669, 663, Inc. *(Name of Corporation giving Consent)*  
 (Charter License Number) 501176, passed the following resolution:

RESOLVED, that The Ohio-Erie Rotary Youth Exchange Program, Districts  
660, 665, 667, 669, 663, Inc. *(Name of Corporation giving Consent)*  
 gives its consent to Ohio-Erie Rotary Youth Exchange Program, Inc. to use the name  
The Ohio-Erie Rotary Youth Exchange Program, [REDACTED], Inc.  
 or any variation of same.

Date April 23, 1992

Signed

Paul E. Paulson  
*(Secretary or Assistant Secretary of Consenting Corporation)*  
 Paul E. Paulson, Sec.



*Paul E. Paulson*  
*Administrative Secretary*  
*1604 Lincoln Way, East*  
*Massillon, Ohio 44646-6967*

**H0348-0723**

Mr. Bob Taft, Sec. of State  
30-East Broad St. 14th Floor  
Columbus, Oh 43266-0413

**CORRESPONDENCE**

