

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/15/93

CHARTER NUMBER: 501176
ROLL AND FRAME: H704-1062

CORPORATION:

OHIO-ERIE ROTARY YOUTH EXCHANGE PROGRAM, INC.
FORMERLY OHIO-ERIE ROTARY YOUTH EXCHANG
E PROGRAM INC.

DOCUMENT NUMBER

93100417701

CODE

AMA
CHP
CHN

FEE

25.00
NO FEE
NO FEE

032270

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



The State of Ohio

Bob Taft

H0704-1063

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 OHIO-ERIE ROTARY YOUTH EXCHANGE PROGRAM INC.

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

Recorded on Roll H704 at Frame 1064 of
the Records of Incorporation and Miscellaneous Filings.

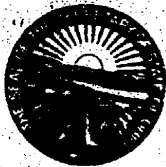
Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 4TH day of OCT

A.D. 19 93



Bob Taft
Bob Taft
Secretary of State



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

93100417701

Charter No.	50176
Approved	
Date	10-9-93
Fee	\$25.00

110704-1064

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION

of

The Ohio-Erie Rotary Youth Exchange Program, Inc.
(Name of Corporation)

Philip Peckinpagh, who is:
 Chairman of the Board President Vice President (Check one)
 and
Paul E. Paulson, who is: Secretary Assistant Secretary (Check one)

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 5th 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
- FIRST: The name of the corporation is: _____
- SECOND: The place in the State of Ohio where its principal office is located is in the City of _____ County.
- THIRD: The purposes of the corporation are as follows: _____

RECEIVED
 OCT 04 1993
 BOB TAFT
 SECRETARY OF STATE

H0704-1065

#501176

ARTICLES OF INCORPORATION
OF
OHIO-ERIE ROTARY YOUTH EXCHANGE PROGRAM, INC.

This is a Corporation, not for profit, formed under Sections 1702.01 et seq., Revised Code of Ohio and the following is the AMENDED ARTICLES OF INCORPORATION for such Corporation:

ARTICLE I. NAME

The amended name of said Corporation shall be OHIO-ERIE ROTARY YOUTH EXCHANGE PROGRAM, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

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

ARTICLE III. PURPOSES

The Corporation is organized exclusively for charitable, educational and scientific activity for which Corporations not for profit may be formed under section 1702.01 et sec., of the Ohio Revised Code and to manage, promote, and direct its affairs in order, but not limited to,

- 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,

and to do all other things necessary and incidental thereto including, for such purposes, 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).

This corporation shall not have capital stock and is not organized for profit. No part of its earnings shall inure to or be for the benefit of any member of the corporation or individu-

H0704-1066

al. This corporation is organized exclusively for charitable purposes and its activities shall be limited to those permissible under Section 501(c)(3) of the Internal Revenue Code or the corresponding later or future U. S. Internal Revenue Law.

This corporation shall have the power to sell, to buy, lease, exchange, receive, give, donate, or encumber by mortgage or otherwise any property owned or controlled by it.

This corporation shall not act in a way which would subject it to taxes imposed by Sections 4941, 4942, 4943, 4944 and 4945 of the Internal Revenue Code, as added by Section 101(b) of the Tax Reform Act of 1969 or the corresponding provision of any later or future U.S. Internal Revenue Law.

ARTICLE IV - I.R.S. 501 (C) (3)

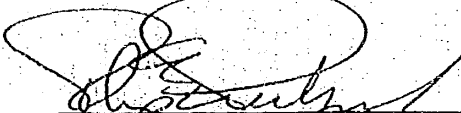
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its District Members, Individual Representatives, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered 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 or 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) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

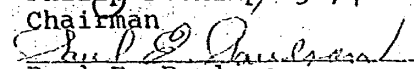
ARTICLE V - DISSOLUTION

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 and as otherwise provided for by Section 1702.49

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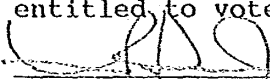
Ohio Revised Code regulating the manner of dissolution of non-profit charitable corporations.



Philip Peckinpaugh,
Chairman

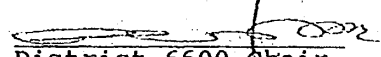

Paul E. Paulson
Secretary

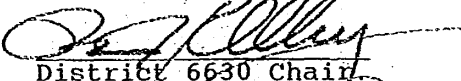
Date: April 7, 1992

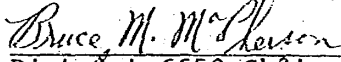
Approved by the following District Chairmen all of whom were entitled to vote on same:

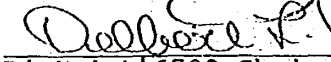

District 6390 Chair.

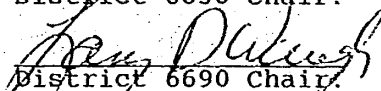

District 6400 Chair.

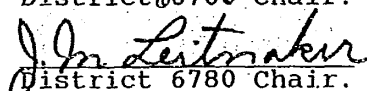

District 6600 Chair.


District 6630 Chair.


Bruce M. McPherson
District 6650 Chair.

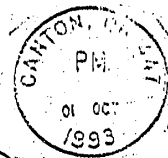

District 6670 Chair.


District 6690 Chair.


District 6780 Chair.

*Paul E. Paulson
Administrative Secretary
1604 Lincoln Way, East
Massillon, Ohio 44616*

H0704-1068



CORRESPONDENCE

Sec. of State of Ohio
30 East Broad St.
Columbus, Oh 43266-0418

