



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

R0704-1064

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Charter No.	58476
Approved	
Date	10-9-93
Fee	\$25.00

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION

of

The Ohio-Erie Rotary Youth Exchange Program, 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 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.

See Amended Articles Attached

AMENDED ARTICLES OF INCORPORATION

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:

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 SECRETARY OF STATE

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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 seq., 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-

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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)

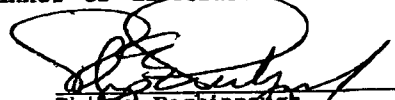
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its District Members, Individual Representatives, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered 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 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 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).

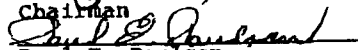
ARTICLE V - DISSOLUTION

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.

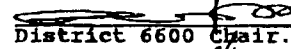

Philip Peckinpugh,
Chairman


Paul E. Paulson
Secretary


Date: April 7, 1992


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

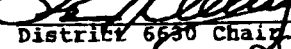

District 6380 Chair.

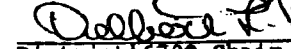

District 6600 Chair.


Bruce M. McPherson
District 6650 Chair.


District 6690 Chair.


District 6400 Chair.


District 6650 Chair.


District 6700 Chair.


District 6780 Chair.

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