

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF McLEAN, INC.

- I. The name of the corporation is ROTARY CLUB OF McLEAN, INC.
- II. This restatement of the Articles of Incorporation contains the text of amended and restated articles of incorporation, amending the Articles dated October 5, 1967 and approved by the State Corporation Commission on October 16, 1967.
- III. This corporation is a Virginia non-stock corporation. Its purpose is charitable and benevolent and to encourage and promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International.
- IV. All of the assets and earning shall be used exclusively for the purposes herein above set out, including the payment of expenses incidental thereto; no part of the net earnings shall insure to the benefit of any private entity or individual, and no substantial part of its activities or of any organization to which it may contribute shall be for the carrying on of propaganda, or otherwise attempting to influence legislation or participate in or influence any political campaign, or any other activity that would disqualify the corporation from tax exemption under Section 501 of the Internal Revenue Code other applicable federal, state or local law or regulation now or hereinafter enacted.
- V. The bylaws of this corporation shall designate a class or classes of members, stating the qualifications and rights of the members of each class and conferring, limiting or denying the right to vote. In the absence of such a by-law provision, the corporation shall have two classes of members, namely: active and honorary, who shall be individuals who have been approved by the corporation for such membership, with only active members having a privilege of voting in any of the organization's functions or activities.
- VI. The board of directors shall consist of three or more individuals with the size of the board of directors to be variable. A minimum number and a maximum number of board members shall be specified in the by-laws.
- VII. The board of directors shall consist of and be divided into groups:
 - a. A group of three or more individuals to serve as directors with one year terms who are elected by members

possessing voting privileges. The number (or a range of number) of these directorship positions shall be approved by members possessing voting privileges and shall be specified in the by-laws.

- b. A group of zero or more individuals to serve as directors with one year terms who are elected by members of the board of directors. The number (or a range of number) of these directorship positions shall be approved by members possessing voting privileges and shall be specified in the by-laws.
- c. A group of zero or more individuals to serve as directors with staggered two-year terms. The number (or a range of number) of these directorship positions shall be approved by members possessing voting privileges and shall be specified in the by-laws. As near as possible, one half of these directors shall be elected each year by members with voting privileges.
- d. A group of zero or more individuals to serve as directors with staggered three-year terms. The number (or a range of number) of these directorship positions shall be approved by members possessing voting privileges and shall be specified in the by-laws. As near as possible, one third of these directors shall be elected each year by members with voting privileges.

- VIII. Rules for the conducting of business at any meeting of the corporation may be prescribed by the corporation's by-laws.
- IX. The bylaws of the corporation may contain a provision governing requirements for a quorum.
- X. The period of duration of this corporation is unlimited.
- XI. In the event that this corporation is dissolved for any reason the assets will be distributed to a non-profit organization of similar purpose, and no part of said assets will accrue to the personal gain of any individual.

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