

ARTICLES OF INCORPORATION

OF

ROTARY INTERNATIONAL DISTRICT 5010, INC.

We, the undersigned natural persons of the age of nineteen years or more, acting as incorporators of a nonprofit corporation under the Alaska Nonprofit Corporation Act, do hereby execute these Articles of Incorporation in accordance with the provisions of the Act.

ARTICLE 1. NAME

The name of this corporation is Rotary International District 5010, Inc.

ARTICLE 2. PURPOSES

This corporation shall be a non-profit, non-share capital and/or not for profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors, or officers.

ARTICLE 3. DURATION

The duration of this nonprofit corporation shall be perpetual, unless dissolved in accordance with the terms hereunder, this corporations' bylaws and/or Alaska law.

ARTICLE 4. AFFAIRS

(a) If any provision of these Articles of Incorporation is not in conformity with the constitution, bylaws, or policies of Rotary International ("RI"), as amended from time to time, the terms of the constitution, bylaws, or policies of RI shall prevail at all times.

(b) The members of this corporation shall be comprised of and limited to all Rotary clubs designated to be in District 5010 pursuant to the bylaws of RI. The addition or removal of a club or clubs from District 5010 pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of this corporation.

(c) The number of directors of this corporation and their terms shall be determined by the members and shall be set forth in the bylaws of this corporation. The District Governor of District 5010, the Governor-Elect of District 5010, and the most recent Past District governor who served in District 5010 shall always be members of the board of directors. The District Governor shall serve as chair of the board of directors. Only Rotarians who are members of clubs in District 5010 may serve as directors. The initial board of directors shall consist of the following three individuals:

District Governor of District 5010:
Dennis E. "Skip" Cook, of 431 Birch Hill Road, Fairbanks Alaska 99712



Governor-Elect of District 5010:
Gayle Knepper, of P.O. Box 101538, Anchorage, Alaska 99510.

Most Recent Past District Governor of 5010:
Vladimir F. Donskoy, of 78-57 Krasnikh Madiar, Irkutsk 664047 Russia

Directors are also the incorporators.

(d) The officers of this corporation shall be limited to Rotarians who are members of clubs in District 5010. The district governor of District 5010 shall be the President of this corporation.

(e) This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at the district conference of District 5010 or in a ballot-by-mail, or upon directive of the Board of Directors of RI. The district governor of District 5010 shall provide the board of directors of RI with notice of a decision by the clubs in District 5010 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the general secretary of RI.

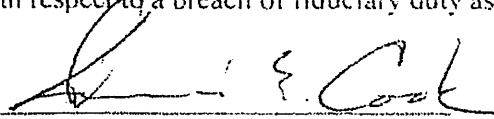
ARTICLE 5. INITIAL REGISTERED AGENT

The initial registered agent is Susan L. Evans, of Hompesch & Evans, P.C. The physical and mailing address of the initial registered office is 119 N. Cushman Street, Suite 400, Fairbanks, Alaska 99701.

ARTICLE 6. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Alaska Nonprofit Corporation Act, as it exists on this date or as it may be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation or its members, if any, for breach of fiduciary duty. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of this corporation with respect to a breach of fiduciary duty as a director occurring prior to such amendment or repeal.

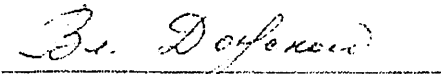
DATED: 5/4/06


Dennis E. "Skip" Cook, Incorporator

DATED: 4-30-06


Gayle Knepper, Incorporator

DATED: 3-26-06


Vladimir F. Donskoy, Incorporator

N.A.I.C.S. CODE # 813410