

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE**

June 22, 2023

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and Records of this Department, it appears that on June 2, 2023, a Nonprofit Business Corporation was filed pursuant to the laws of the Commonwealth of Pennsylvania, whereby Rotary Club of Fox Chapel Area, is duly organized under the laws of the Commonwealth of Pennsylvania.

I DO FURTHER CERTIFY, That this shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of my office to be affixed, the day and year above written

A handwritten signature in black ink, appearing to read "Albert Schmidt".

Albert Schmidt
Acting Secretary of the Commonwealth

Certification Number: 017481734

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF FOX CHAPEL AREA**

ARTICLE I

The name of this Corporation shall be Rotary Club of Fox Chapel Area.

ARTICLE II

The address of the Corporation shall be as follows: Registered Agents, Inc., 502 West 7th Street, Suite 100, Erie, Pennsylvania 16502.

ARTICLE III

The period of duration of this Corporation shall be perpetual.

ARTICLE IV

This Corporation shall be a non-profit Corporation. This Corporation's purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International. This Corporation is organized as a member of Rotary International, which has been recognized as a Section 501(c)(4) organization as defined by the Internal Revenue Code of 1986, as it now exists or as hereafter amended. This Corporation shall comply with all relevant laws in Pennsylvania, including but not limited to, the Pennsylvania Non-Profit Corporation Law of 1988, and any amendments thereto. This Corporation submits its allegiances to the constitution and bylaws of Rotary International, as it now exists and as may hereafter be amended. Insofar as permitted under the laws of the Commonwealth of Pennsylvania, this Corporation shall operate in a manner consistent with the constitution and bylaws of Rotary International. At all times, this Corporation shall endeavor to abide by the "Four-Way Test" applicable to Rotary Clubs throughout the world.

ARTICLE V

This Corporation shall have members as set forth in its bylaws and as consistent with the constitution and bylaws of Rotary International.

ARTICLE VI

This Corporation shall not issue any stock.

ARTICLE VII

Each person now or hereafter a Director or officer of this Corporation (and their heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by them in connection with or resulting from any action, suit, proceeding or claim to which they are or may become a party by reason of their being or having been a Director or officer of the Corporation (whether or not a Director or officer at the time such costs or expenses are incurred by or imposed upon them), except in relation to matters as to which they shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties as such Director or officer.

ARTICLE VIII

This Corporation shall at all times maintain Directors and officers insurance coverage.

ARTICLE IX

The management of this Corporation shall be vested in a Board of Directors, which shall be elected in accordance with its bylaws.

ARTICLE X

This 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

propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

This Corporation does not contemplate pecuniary gain, incidental or otherwise.

ARTICLE XI

The incorporators of this Corporation shall be:

Marsha Pomeroy-Huff, President
Daniel Stern, Secretary
Brian H. Baxter, Treasurer

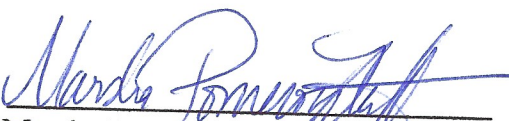
ARTICLE XII

These Articles of Incorporation shall become effective on the date that they are approved at a lawfully conducted meeting of its Board of Directors.

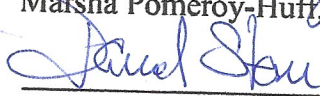
ARTICLE XIII

A meeting of the Board of Directors of this Corporation took place on the 31st day of May, 2023 after due notice and with a quorum present. After further review and discussion, these Articles of Incorporation were approved by the Board of Directors of this Corporation.

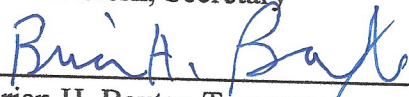
Respectfully submitted by the incorporators,



Marsha Pomeroy-Huff, President



Daniel Stern, Secretary



Brian H. Baxter, Treasurer