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| 12/24/13 | email‑ | PENNCORP SERVICEGROUP, INC P.O. BOX 1210 HARRISBURG, PA 17108-1210  800-544-9050  [penncorp@penncorp.net](mailto:penncorp@penncorp.net) |

MYRA GIBSON

STARK & STARK

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Your Ref No: Invoice No. 38836 -01

Please find enclosed some of the documents that you ordered. Your order is not yet complete, you will receive your invoice along with the final phase of your order.

ROTARY CLUB OF SHADY BROOK CHARITIES

FED EXP:

FAX: (609) 895-7395

[EMAIL: Mgibson@Stark-Stark.Com](mailto:Mgibson@Stark-Stark.Com)

CONTACT'S FAX # ‑

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\*\*\*\*\*\*\* VISIT OUR NEW WEBSITE AND PLACE YOUR ORDER AT [www.penncorp.net](http://www.penncorp.net)

\*\*\*\* NOTICE \*\*\*\*\*

The state has isued a NO REFUND policy effective 9/7/2013. If a filing is rejected, you will have 30 days to correct and resubmit to retain the original date of filing. If you choose to cancel your filing entirely the state will keep the money as a processing fee. Your rejection letter can be used after 30 days but only for the filing that was rejected. This letter is not transferable to another filing.

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| PENNCORP SERVICEGROUP, INC. 600 NORTH SECOND STREET PO BOX 1210 --31S SCD  HARRISH1R-G, PA 17103-1210 |  | Entity W: 4235124  ! Date Filed: 12123/2013  Carol Alchele  Secretary of the Commonwealth | |
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ARTICLES OF IN CORPORXf ION-NON-PRONT

OF

ROTARY CLUB OF SHADY BROOK CHARITIES

The undersigned, a natural person of age eighteen or older for the purpose of forming a Nonprofit Corporation pursuant to Section 5306 or the Pennsylvania Non-Profit Corporation Law of 1988, as amended from time to time (the "Act"), executes the following Articles of Incorporation.

ARTICLE COME  
NAME

The name of the Corporation is Rotary Club of Shady Brook Charities (the Corporation").

ARTICLE TWO  
PURPOSES

2.1. The Corporation is organized exclusively for charitable and educational purposes,

including, hut not limited to the furtherance of understanding and friendly relations between. people of dilTerent nations through the fostering of tangible and effective programs of a philanthropic, charitable, eclucational, or other eleemosynary- natures; conducting ...fundraising with the express purpose of donating to organizations that qualify as exempt. organizations under Section 501(0(3) of the internal revenue code or the corresponding sections dairy future federal tax code.

2.2, In addition, the Corporation shall be permitted to undertake any other lawful -activity

permitted under 15 Pa.C.S.A. § 5301 (relating to nonprofit corporations) other than for pecuniary pro-lit incidental or otherwise.

ARTICLE THREE  
\IENI.BERS

3.1. The Corporation shall have members. The qualifies 005. privileges and limitations

as arc set forth in the corporation's By-Laws.

ARTICLE FOUR

REGLSTERED OFFICE AND AGENT

4.1. The address of the Corporation's irdtiai. registered office in this Commonwealth 200 Shady Brook Drive, Langhorne, PA 19047. Bucks County.

ARTICLE FIVE  
STOCK -

The corporation is organized on a non-stook basis.

Commonwealth of Pennsylvania

ARTICLES OF INCORPORATION-NON-PROF!T 4 Page(51

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ARTICLE SIX

INDEMNIFICATION OF CORPORATE AGENTS

6.1. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, 15 Pa,C.S.A. § 5741-5750 of the Act, and to the full extent otherwise permitted by law.

6.2. A Director and'or Officer of the Corporation shall not be personally liable to the Corporation or its members for damages for breach of any duty owed to the Corporation or *its* members, except as required by 15 Pa.C.S.A. § 57t3 of the Act, or otherwise required by law.

ARTICLE SEVEN  
INCORPORATOR

7.1. The name and address of the incorporator is Myra C. Gibson, Paralegal, Stark & Static 993 Lenox Drive, Lawrenceville, New Jersey 08648.

ARTICLE ocarr

LIMITATION ON COMPENSATION

8.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501.(e)(3) purposes.

8.2. 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 statement\* tiny political campaign on behalf of any candidate for public office.

8.3 The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(0(3) of the Code.

ARTICLE NINE

DISTRIBUTION OF INCOME AND  
LIMITATIONS ON FINANCIAL DEALINGS

9.1. Annual Distribution of Income The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

9.2. Self-Dealing. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

9.3. Excess- Business Holdinns. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

9.4. Taxable Investments. The Corporation shall not make any investments in suclx manner as to subject it to tax under Section 4944 of the Code.

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9.5. Taxable 'Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE TEN

METHOD OF D1STRUBUTION OF  
ASSETS ON DISSOLUTION

10.1. The method of distri.bution of asset on dissolution will be set forth in the Bylaws of the CsIrporation.

102. Upon winding up and dissolution of the Corporation, after paying or adequately providing for debts and obliptions of the. Corporation; all remaining property and assets of the Corporation shall be distributed, conveyed, assigned or transferred to one or multiple organizations organized and operated exclusively as contemplated by Section 501(eX3) of the Code.

ARTICLE ELEVEN

EFFECTIVE DATE

1 1 .1. The effective date of this Article of Incorporation is the date of filins:z.

IN WITNESS WHEREOF. the undersianed, as the incorporator of the Corporation named above has signed this Articles of Incorporation on December 20,2013.

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MYR.A C. rIBSON, PARALEGAL

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