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ROTARY CLUB OF ORLANDO FOUNDATION, INC.  
2022 AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
(Florida Document No. 757773)

**FILED**  
JUN 17 PM 6:17  
SECRETARY OF STATE  
TALLAHASSEE, FL

The Articles of Incorporation of Rotary Club of Orlando Foundation, Inc. are amended and restated in their entirety to read as follows:

ARTICLE I  
DEFINITIONS

As used in these Articles of Incorporation, unless the context otherwise clearly requires, the words in these Articles of Incorporation shall have the following meanings:

1. Board: The Board of Directors of the Foundation.
2. Bylaws: The Bylaws of the Foundation.
3. Club: The Rotary Club of Orlando, Inc.
4. Director: A member of the Board of Directors of the Foundation.
5. Foundation: Rotary Club of Orlando Foundation, Inc.
6. Member: A member of the Foundation.
7. Officer: An officer of the Foundation.

ARTICLE II  
NAME

The name of this corporation is: ROTARY CLUB OF ORLANDO FOUNDATION, INC.

ARTICLE III  
PRINCIPAL OFFICE AND MAILING ADDRESS

The current principal place of business of the Foundation shall be 209 E. Marks Street, Orlando, Florida 32803. The current mailing address of the Foundation shall be P.O. Box 560388, Orlando, FL 32856.

ARTICLE IV  
LOCALITY

The locality of the Foundation is the City of Orlando, Florida and surrounding suburban communities.

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## ARTICLE V

### PURPOSE

The purpose or purposes for which the Foundation is organized are as follows:

1. To provide scholarship aid to local students; to provide health care aid, relief from hunger and poverty, and humanitarian aid to the needy in any area.
2. To operate exclusively for religious, charitable, scientific, literary, or education purposes, or for the prevention of cruelty to children or animals, including but not limited to receiving contributions and paying them over to one or more organizations (other than organizations testing for public safety) described in Section 501(c)(3), and exempt from taxation under Section 501(a) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE VI

### MEMBERS

The Members of the Foundation are, and shall be, those members of the Club who have a genuine interest in furthering the objectives of the Foundation. Any person who, as a member of the Club, declines to be a Member of the Foundation may resign from membership of the Foundation by informing the Secretary of the Foundation in writing; otherwise, all members of the Club are deemed to be Members of the Foundation.

## ARTICLE VII

### TERM OF EXISTENCE

The Foundation shall have perpetual existence unless sooner dissolved according to law.

## ARTICLE VIII

### GOVERNING BODY

The governing body of the Foundation shall be the Board, as provided in the Bylaws. The Board shall have general control over all Officers and committees and, for good cause, may declare any office vacant.

## ARTICLE IX

### DIRECTORS

The Foundation shall have the number of Directors set from time to time is provided in the Bylaws but shall never be less than three.

## ARTICLE X

### REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is:

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Tamara J. Wacker  
209 E. Marks Street  
Orlando, FL 32801

The Foundation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE XI  
CONDUCT OF AFFAIRS

Provisions for the conduct of the affairs of the Foundation, including provisions for the distribution of assets on dissolution or final liquidation, are:

1. No part of the net earnings of the Foundation shall inure to the benefit of any Member, Officer or Director of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes), and no Member, Officer or Director of the Foundation, or any private individual, shall be entitled to share in the distribution of any of the Foundation's assets on dissolution of the Foundation.

2. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

4. The Foundation shall 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 Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

5. The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

6. The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7. The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

8. Upon the dissolution of the Foundation or the winding up of its affairs, the assets of the Foundation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE XII

BYLAWS

Bylaws shall be made, altered or rescinded by the vote of a majority of the Directors present at any meeting at which a quorum is present.

ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by the Board by submission of the proposed amendment in writing to the Members for their vote. An amendment to these Articles of Incorporation shall be adopted by the vote of a majority of the Members present at any special meeting at which a quorum is present, provided that notice in writing, stating the amendments to be considered at the meeting, has been given to each Member or has been waived in writing by each Member in accordance with the Bylaws.

ARTICLE XIV

ADOPTION INFORMATION

Adoption of Amendment(s): (CHECK ONE)


- ☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval, and the votes cast were sufficient for approval.
- ☐ These restated articles of incorporation were adopted by the board of directors.

The date of adoption for each amendment: March 17, 2022

Effective date if different than the date of filing: \_\_\_\_\_

(Cannot be prior to date of filing or, if delayed, more than 90 days after amendment file date. If the date inserted does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records)

Dated: March 17, 2022.

  
(Signature)

Heidi Isenhardt  
(Typed or printed name of person signing)

President  
(Title of person signing)

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