

BUCKHEAD ROTARY FOUNDATION, INC.

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation is: Buckhead Rotary Foundation, Inc.

ARTICLE II

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE II

The Corporation shall have members. The number, qualifications for and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

ARTICLE IV

The initial registered office of the Corporation shall be at: 2200 Century Parkway, N.E., Tenth Floor, Atlanta, DeKalb County, Georgia 30345. The initial registered agent at such address shall be E. Speer Mabry, III.

ARTICLE V

The mailing address of the Corporation shall be 2200 Century Parkway, N.E., Tenth Floor, Atlanta, Georgia 30345.

ARTICLE VI

The name and address of the incorporator is: E. Speer Mabry, III., 2200 Century Parkway, N.E., Tenth Floor, Atlanta, Georgia 30345.

## ARTICLE VII

The purposes for which the Corporation is formed are the following:

(A) To solicit funds from foundations, businesses, local governments and individuals to finance charitable or educational projects designed to help the less fortunate members of our community in meaningful and productive ways

(B) To create and maintain an enthusiastic interest in the charitable or educational programs to include national and international exchange programs to foster, build, generate or to assist in the improvement of the quality of life, the exchange of ideas, and development of mutual understandings regarding diverse socio-economic structures and other ways of life; to organize, sponsor, and administer projects to support these programs, to purchase, receive, develop, and maintain equipment and supplies; to expand student, parental and community support for all performances; and to do any and all things incidental, necessary, and convenient to the accomplishment of the foregoing;

(C) To build and maintain an organization of volunteers and other interested individuals which will help promote the activities of the Corporation;

(D) The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal

Revenue Law);

(E) This Corporation is not organized and shall not operate for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 the purposes set forth in Article IV hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VIII

The affairs if the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporations and method of election shall be set out in the bylaws.

ARTICLE IX

Upon dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of November, 1992.

/s/ E. Speer Mabry  
E. SPEER MABRY, III.  
Incorporator



ARTICLES OF AMENDMENT  
OF  
BUCKHEAD ROTARY FOUNDATION, INC.

Buckhead Rotary Foundation, Inc., a Georgia non-profit corporation (the "Corporation" or the "BRF"), acting pursuant to Section 14-3-1005 of the Georgia Nonprofit Corporation Code, as amended, does hereby amend its Articles of Incorporation filed November 20, 1992, as follows:

1.

The name of the Corporation is: Buckhead Rotary Foundation, Inc.

2.

The Articles of Incorporation of the Corporation shall be amended by deleting Article VII in its entirety and substituting the following in lieu thereof:

"Article VII

The purposes for which the Corporation is formed are the following:

(A) To solicit funds from foundations, businesses, local governments and individuals to finance charitable or educational projects designed to help the less fortunate members of our community in meaningful and productive ways;

(B) To create and maintain an enthusiastic interest in the charitable or educational programs to include national and international exchange programs to foster, build, generate or to assist in the improvement of the quality of life, the exchange of ideas, and development of mutual understandings regarding diverse socio-economic structures and other ways of life; to organize, sponsor, and administer projects to support these programs, to purchase, receive, develop, and maintain equipment and supplies; to expand student, parental and community support for all performances; and to do any and all things incidental, necessary, and convenient to the accomplishment of the foregoing;

(C) To build and maintain an organization of volunteers and other interested individuals which will help promote the activities of the Corporation;

(D) The Corporation will establish and maintain an "Otis Jackson Scholarship Program" that will award a scholarship or scholarships each year selecting as soon as practical after May 1<sup>st</sup> of each year, and no later than July 31<sup>st</sup> of each year, an individual or individuals to receive proceeds from the BRF for the upcoming school year. The designated scholarship beneficiaries each year shall be students at Oglethorpe University in Atlanta, Georgia, enrolled in a

State of Georgia  
Amend/Restate 4 Page(s)



\*ACTUALLY IS ENTIRE "ARTICLES OF INCORPORATION" AS  
FORWARD

program intended to result in the conferring of a recognized degree, who in the opinion of a selection committee clearly demonstrate the qualities and character traits of superior integrity, service above self and outstanding ability associated with the late Otis M. Jackson. The primary criteria for selection shall be character, leadership, scholarship, and athletic ability.

The Scholarship beneficiaries shall be selected without regard to sex, race, creed, or country of national origin. The selection committee shall be a Standing Committee of the Buckhead Rotary Club (the "BRC"), consisting of three or more past Presidents of the BRC. In the absence of a standing committee of the BRC, the selection committee shall consist of three or more members of the Board of the BRF as selected by the BRF Board. The Scholarship Beneficiaries must be approved by a majority of the members of the Board of Directors of the BRF. The Scholarship Funds shall be paid to Oglethorpe University for the credit of the selected students to be used exclusively for educational purposes, including but not limited to tuition, room, board, and personal expenses of the beneficiary while attending Oglethorpe University.

No part of the scholarship will inure or be payable to or for the benefit of any member of the BRC, or any said member's family, and no family member may be a Scholarship beneficiary.

The maximum aggregate amount of scholarship funds that may be paid in a year to one or more Otis Jackson scholarship recipients shall be determined each year as follows.

The Base Amount of scholarship(s) shall be a maximum of \$10,000 for the 2008/2009 school year.

The "Base Amount" of Total Liabilities and Net Assets shall be the sum of:

a) the amount of Total Liabilities and Net Assets of the Buckhead Rotary Foundation as reported in its Federal Tax Return for the fiscal year ended June 30, 2007

PLUS:

b) the total amount transferred from the Otis Jackson Trust to the Buckhead Rotary Foundation prior to the liquidation of the Trust.

The maximum scholarship(s) to be determined in the June 31 to July 31<sup>st</sup> period of 2009, for the 2009/2010 school year, shall be determined by:

1) Calculating the "Total Liabilities and Net Assets" of the

Buckhead Rotary Foundation as of June 30, 2008 as a multiple of the "Base Amount" as of June 30, 2007.

2) Multiplying this multiple by \$10,000, and rounding to the nearest \$1,000.

Thereafter, the maximum Scholarship amount shall be calculated in the same manner for any given school year, with the multiple of Total Liabilities and Net Worth being calculated as the value in the fiscal year ending in the preceding calendar year divided by the "Base Amount of Total Liabilities and Net Worth" in the base year, and this result multiplied by \$10,000, and rounded to the nearest \$1,000;

As an example only - For a scholarship to be determined in June-July 2013 for the 2013/2014 school year: Assume a Base Amount of \$600,000 as of June 30, 2007. Assume that the Total Liabilities and Net Assets of the Buckhead Rotary Foundation as of June 30, 2012 are \$700,000. The calculation is the assumed \$700,000 divided by the assumed Base of \$600,000 or a multiple of 1.1667. And the maximum scholarship amount under these assumed conditions would be the Base Scholarship of \$10,000 times 1.1667 equaling \$11,667 which is rounded to the nearest \$1,000, resulting in a pro forma maximum scholarship amount for the 2013/2014 school year of \$12,000.

(E) The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law);

(F) This Corporation is not organized and shall not operate for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 the purposes set forth in Article IV of the Articles of Incorporation. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible

under Section 170(c)(2) of the Code (or corresponding provision of any future United States Internal Revenue Law)."

3.

The Articles of Incorporation of the Corporation shall be amended by deleting Article IX in its entirety and substituting the following in lieu thereof:

"Article IX

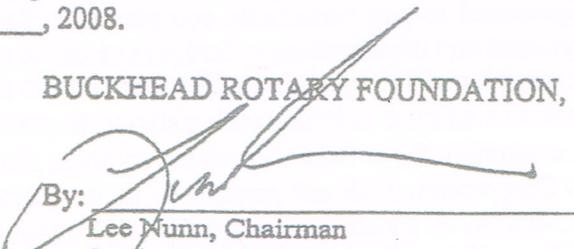
Upon dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, 1) contribute to Oglethorpe University, a non-profit 501(c)(3) organization, upon their agreement to continue in perpetuity, one or more annual Otis Jackson Scholarships of not less than the aggregate amount of the scholarships awarded by the BRF in the most recent year prior to the calculations, an amount (the "Contribution") calculated as the aggregate amount of the scholarships awarded by the BRF in the most recent year prior to the calculations times 25, but no more than the total BRF funds available. In the case that such amount is not available, then the BRF shall negotiate with Oglethorpe University for an appropriate continuance of the Otis Jackson Scholarship program, and 2) distribute, transfer, convey, deliver and pay over all of the remaining assets, if any, then remaining in the hands of the Corporation to one or more organizations not excluding Oglethorpe University, qualifying under section 501(c)(3) of the Code as exempt organizations."

4.

The amendment set forth herein was duly approved by the Board of Directors of the Corporation on January 21, 2008, in accordance with Section 14-3-1002 of the Georgia Nonprofit Corporation Code. Approval of said amendment was not required of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed on this 30<sup>th</sup> day of May, 2008.

BUCKHEAD ROTARY FOUNDATION, INC.

By: 

Lee Munn, Chairman  
for the Board of Directors

SECRETARY OF STATE  
CORPORATIONS DIVISION  
2008 JUN -9 PM 2:23