

Rotary District 5520
ARTICLES OF INCORPORATION

The undersigned, acting as incorporators to form a corporation under the New Mexico Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the Corporation shall be "Rotary International District 5520, Inc,

ARTICLE TWO: The period of duration is perpetual.

ARTICLE THREE: The purpose of the corporation shall be a non-profit, non-share capital and/or not for profit entity, and it shall pay no dividends and not part of its money, property or other assets shall be distributed to its members, directors or officers.

ARTICLE FOUR: 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.

ARTICLE FIVE: The members of this corporation shall be comprised of and limited to all Rotary clubs designated to be in District 5520 pursuant to the bylaws of Rotary International. The addition or removal of a club from District 5520 pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of this corporation.

ARTICLE SIX:

(1) The New Mexico street address of the corporation's initial registered office is 3265 Arrowhead Rd, Suite 200 Las Cruces, NM 88011-4786.

(2) The name of the initial registered agent at the address of the initial registered office is Loren S. Kuehne

ARTICLE SEVEN: The name and addresses of the initial board of directors are:

NAME	ADDRESS
Dennis D. Edwards	P.O. Box 2019, Angel Fire, NM 87710
Charles R. Akins	3165 Ashkirk Loop, Rio Rancho, NM 87124
J. Michael Adkins	728 Rosinante, El Paso, TX 79922

The numbers of directors of this corporation and their term shall be determined by the members. The District Governor of District 5520, the Governor-elect of District 5520, and the most recent Past District who served District 5520 shall always be members of the board of directors. The District Governor shall serve as the chair of the board of directors. Only Rotarians who are members of clubs in District 5520 may serve as directors.

ARTICLE EIGHT: The offices of this corporation shall be limited to Rotarians who are members of clubs in District 5520. The District Governor of District 5520 shall be the President and Chief Executive Officer of this corporation.

ARTICLE NINE; The names and addresses of each incorporator is

NAME	ADDRESS
Dennis D Edwards	P.O. Box 2019, Angel Fire, NM 87710
Charles R. Akins	3165 Ashkirk Loop, Rio Rancho, NM 87124
J. Michael Adkins	728 Rosinante, El Paso, TX 79922
Loren S. Kuehne	3265 Arrowhead Rd, Las Cruces, NM 88011

ARTICLE TEN: 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 5520 or in a ballot-by-mail, or upon the directive of the Board of Directors of RI. The District Governor of District 5520 shall provide the Board of Directors of RI with notice of a decision by the clubs in District 5520 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.

Dated: March 8, 2007
