

Commonwealth OF Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Zone 33 Rotary Leadership Institute, Inc. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
December 30, 2008*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

ARTICLES OF INCORPORATION

OF

Zone 33 Rotary Leadership Institute, Inc.

The undersigned Incorporator, desiring to form a non-stock, non-profit corporation (the "Corporation") pursuant to the provisions of Chapter 9 of Title 13.1-542, et seq., of the Code of Virginia, and to that end set forth the following:

1. The name of the Corporation is **Zone 33 Rotary Leadership Institute, Inc.**

2. This Corporation is organized to engage in the business of holding educational training seminars and to engage in all other lawful business which may be authorized by the Board of Directors.

3. The aggregate number of shares which the Corporation shall have authority to issue are as follows:

CLASS AND SERIES

NUMBER OF SHARES

NONE

NONE

4. The initial Registered Agent is ERIC E. ADAMSON, ESQUIRE, who is a member of the Virginia State Bar and a resident of the Commonwealth of Virginia. The initial Registered Office, which is the physical office of the corporation and is the same office as the business office of the initial Registered Agent which is located at 106 Chester Street, Front Royal, Warren County, Virginia 22630.

5. In furtherance and not in limitation of the powers otherwise conferred, the Board of Directors of the Corporation is expressly authorized:

A. To engage in the business of conducting seminars and training events. To exercise on behalf of the Corporation all powers held by it except as otherwise provided herein, by amendments hereto, by the Code of Virginia, or the Bylaws of the Corporation

B. To make, amend, or repeal the Bylaws of the Corporation, including Bylaws fixing or changing the number of directors, subject, however, to the powers vested in and reserved to the stockholders having general voting power to modify or rescind any other action by affirmative vote or written order, direction, or consent of the majority of such stockholders.

6. The election of directors of the Corporation shall be by the members as provided in the bylaws. Members shall be the current District Governor of each member Rotary District current in dues payment.

7. Any director, officer, agent, or employee of the Corporation may be suspended or removed at any time by the affirmative vote of a majority of the members.

8. **Elimination of Liability** In any proceeding brought by or in the right of the Corporation or brought by or on behalf of the shareholders of the Corporation, a director or officer of the Corporation shall not be personally liable for any monetary amount arising out of a single transaction, occurrence or course of conduct, unless the director or officer shall have engaged in willful misconduct or knowing violation

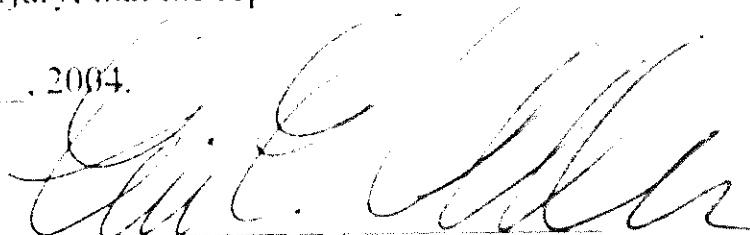
of the criminal law or of any federal or state securities law, including, without limitation, any claim or unlawful insider trading or manipulation of the market of any security.

9. The directors of the Corporation shall have the power, if the Bylaws so provide, to hold their meetings and to have one or more offices within or without the Commonwealth of Virginia.

10. The Corporation reserves the right to amend, alter, change, or repeal any revisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Secretary of the State of the Commonwealth of Virginia for filing.

IN WITNESS WHEREOF, the undersigned Incorporator hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this th 1st day of August, 2004.


Eric E. Adamson, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

May 5, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of

Zone 33 Rotary Leadership Institute, Inc.

to comply with the requirements of law, and confirms payment of all required fees

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective May 5, 2004

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law

STATE CORPORATION COMMISSION

By



Commissioner