

**ARTICLES OF INCORPORATION  
OF  
ROTARY CLUB OF SAN DIEGO FOUNDATION, INC.**

I.

The name of this corporation is ROTARY CLUB OF SAN DIEGO FOUNDATION, INC.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this corporation is to raise and disburse funds and conduct other activities for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

III.

The name and address in the State of California of this corporation's initial agent for service of process is as follows:

Paul Devermann  
2247 San Diego Ave, Suite 233  
San Diego, CA 92110

IV.

The physical address and mailing address of the corporation is:

2247 San Diego Ave, Suite 233  
San Diego, CA 92110

V.

A. This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

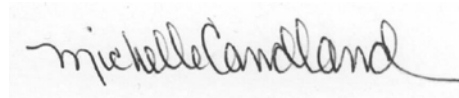
B. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or

(b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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

## VI.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

A handwritten signature in cursive script that reads "Michelle Candland". The signature is written in black ink on a light-colored background.

Dated: August 29, 2014

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Michelle Candland, Incorporator