

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CIVITAN INTERNATIONAL**

**ARTICLE I - NAME**

The name of this organization shall be Civitan International.

**ARTICLE II – DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III – PURPOSES AND POWERS**

**Section 1.** The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code, including the following:

To build good citizenship by providing a volunteer organization of clubs dedicated to serving individual and community needs with an emphasis on helping people with disabilities; and

To assist other charitable and educational organizations in the conduct of similar activities.

**Section 2.** In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation may, except as restricted herein, engage in any and all lawful activities and shall have all of the powers granted to corporations by Section 10-3A-20 of the Code of Alabama (1975).

**ARTICLE IV –STOCK**

The corporation shall have no authority to issue capital stock.

**ARTICLE V - RESTRICTIONS**

**Section 1.** No part of the net income of the corporation shall inure to the benefit of any officer or director, or private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article III hereof.

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

**Section 3.** Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is classified as a “private foundation,” within the meaning of the Internal Revenue Code of 1986, as amended (the “Code”), the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the corporation 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 Code, with respect to any taxable year during which the corporation is classified as a private foundation; the corporation shall not retain any excess business holdings that would subject the corporation to tax under Section 4943 of the Code; the corporation shall not make any investment in such manner as to be subject to the tax imposed by Section 4944 of the Code with respect to any taxable year during which

the corporation is classified as a private foundation; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code. Any reference in this Article to any section of the Code shall be deemed to incorporate by reference the corresponding provisions of any subsequent United States Internal Revenue Code.

**Section 4.** Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities, not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3).

#### **ARTICLE VI - MEMBERS**

All conditions, qualifications, requirements, privileges and regulations as to membership in the corporation, including voting rights, shall be fixed and governed by the Bylaws of the corporation.

#### **ARTICLE VII – DIRECTORS**

**Section 1.** The business of the corporation shall be carried on through its Board of Directors. The manner of their election or appointment shall be provided in the Bylaws. The Board of Directors shall be the governing and policy making body of Civitan International and shall define the policies of Civitan International and have full administrative authority in all matters of Civitan International. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold the annual or special meetings of its Board of Directors either within or out of any of the states, territories, or possessions of the United States, or the District of Columbia.

**Section 2.** No director of the corporation shall be liable to the corporation for monetary damages for the breach of his or her fiduciary duty as a director; provided, that this paragraph shall not eliminate any liability of a director (i) for any breach of the director's duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (iii) under Section 10-3A-44 of the Alabama Nonprofit Corporation Act, for unlawful payments of dividends or unlawful stock purchases or redemptions; or (iv) for any transaction from which the director derived an improper personal benefit.

#### **ARTICLE VIII – DISSOLUTION**

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed for one or more charitable or educational purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to organizations that are then exempt from federal income tax under Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Code.

#### **ARTICLE IX – AMENDMENT**

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

#### **ARTICLE X – RESTATEMENT**

These Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as amended, and with a quorum present, have been adopted by the members of the CIVITAN INTERNATIONAL at the July 21<sup>st</sup> 2004 annual meeting of the corporation by more than two-thirds of the votes entitled to be cast by members of the corporation at said meeting. Said Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

**IN WITNESS WHEREOF**, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed in its name by its president and secretary, as of the 21<sup>st</sup> day of July 2004.

For Civitan International:

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Dr. Bobbie Walden, President  
Civitan International

\_\_\_\_\_  
W. John Rynearson, Secretary  
Civitan International

**STATE OF ALABAMA            )**  
**COUNTY OF JEFFERSON        )**

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Dr. Bobbie Walden, the President and duly authorized representative of CIVITAN INTERNATIONAL, an Alabama non-profit corporation, whose name is signed to the foregoing Amended and Restated Articles of Incorporation and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, she, in her capacity as an authorized representative and with full authority, executed the same voluntarily for and as the act of said corporation on the same bears date.

Given under my hand and seal this the 21<sup>st</sup> day of July 2004.

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Notary Public  
My Commission expires: \_\_\_\_\_