

### 501 (c)(3) Articles of Incorporation Amendment Test

#### Purposes:

The Corporation is organized exclusively for charitable and educational purposes set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986, as now in effect or as may be amended (the "Code"). Without limiting the generality of the foregoing, the purposes for which the Corporation is organized and will be operated include, but are not limited to, developing optimism as a philosophy of life utilizing the tenets of the Optimist Creed, promoting an active interest in good government and civic affairs, inspiring respect for law, promoting patriotism and working for international accord and friendship among all people, and aiding and encouraging the development of youth. Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501 (c) (3) of the Code and Maryland Law (the "Act"). In furtherance of its permitted purposes, the Corporation may exercise any, and every lawful power or activity which a corporation organized under the Act may exercise or transact.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 to qualified persons (other than its directors, officers, and employees or their immediate families) in furtherance of the purposes set forth herein. 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 distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a Corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

#### Dissolution:

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization, or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code, as the Board of Directors shall determine.