

**ARTICLES OF INCORPORATION
OF
*ATCHISON AREA COMMUNITY FOUNDATION***

We, the undersigned incorporators, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas:

ARTICLE I

The name of the Corporation formed hereby is:

ATCHISON AREA COMMUNITY FOUNDATION

ARTICLE II

The term for which this Corporation is to exist is perpetual but may be dissolved earlier upon the written consent of the members or as provided in the By-Laws.

ARTICLE III

The location of its registered office in this state is 104 N. 6th Street in the City of Atchison, County of Atchison, State of Kansas. The mailing address is P.O. Box 157, Atchison, Kansas 66002-0157. The resident agent at said registered office is Mears Hausmann, P.A.

ARTICLE IV

The Corporation is organized NOT FOR PROFIT, and the objects purposes to be transacted and carried on are:

1. To solicit and receive property and funds through contributions, gifts, grants, devises, and bequests, and to hold, and administer and disburse funds and property for charitable support, promotion, and enhancement of the Atchison Community, including but not limited to, the whole of Atchison County, Kansas. The purpose also shall be to improve the quality of life, cultural, and educational development, and the health and well being of persons resident in the community, and to engage in any lawful act or activity for which shall be used exclusively for charitable, scientific and educational purposes, as authorized by the Internal Revenue Code.

2. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage, and pledge such real and personal property in Kansas, other states in the United States, and elsewhere, as such be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply: **(a)** This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in §501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), hereinafter referred to as §501(c)(3). **(b)** This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit; and **(c)** No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to or inure to the benefit of any member or private individual within the meaning of §501(c)(3).

3. Upon the dissolution of this corporation, the governing body shall, after pay or making provision of the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) and whose primary objective is service to the Atchison area community, as defined above, as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Atchison County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The corporation will NOT have authority to issue capital stock, and the conditions of membership shall be fixed by the By-Laws.

ARTICLE VI

The Board of Directors shall have all powers granted by Kansas Law and statutes, the selection of whom shall be established by the By-Laws.

ARTICLE VII

No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director’s duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction for which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any such director or the corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provisions become effective.

ARTICLE VIII

The term for which this corporation is to exist is perpetual.

ARTICLE IX

No member of this corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this corporation, the assets of this corporation shall be distributed as set forth in Article IV hereof.

ARTICLE X

The name and residence of the incorporator is:

Name: Jonathan Mize
Residence Address: 194 Deer Run, Atchison, Kansas 66002

ARTICLE XI

The number of directors shall be established and may be increased or decreased from time to time by the By-Laws or amendments thereto.

ARTICLE XII

The names and residences of the persons who are to serve as directors until their successors are elected and qualified are as follows:

Name:	Jonathan Mize
Residence Address:	194 Deer Run, Atchison, Kansas 66002
Name:	Ethan Hausmann
Residence Address:	203 N. 2 nd Street, Atchison, Kansas 66002
Name:	Justin Pregont
Residence Address:	223 N. 6 th Street, Atchison, Kansas 66002
Name:	Susan Myers
Residence Address:	1507 Fairway Drive, Atchison, Kansas 66002
Name:	Patsy Porter
Residence Address:	221 N. 6 th Street, Atchison, Kansas 66002
Name:	Kelly Vowels
Residence Address:	6829 Ottawa Road, Atchison, Kansas 66002
Name:	Allen Reavis
Residence Address:	614 North 5 th Street, Atchison, Kansas 66002

ARTICLE XIII

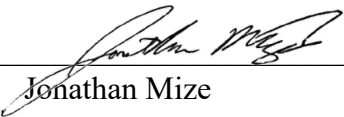
The power to adopt, amend, and repeal the By-Laws of this corporation shall reside in the Board of Directors of this Corporation.

ARTICLE XIX

The corporation shall maintain general liability insurance in such amount as shall be determined by the directors, so as to enable volunteers of the corporation to come within the provisions of K.S.A. 60-3601, et. seq.

IN TESTIMONY WHEREOF, we have hereunto set our names this 17th day of February, 2020.

ATCHISON AREA COMMUNITY FOUNDATION

By:  _____
Jonathan Mize