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ARTICLES OF INCORPORATION

of

KANSAS LIONS FOUNDATION

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I, the undersigned incorporator, hereby form and establish a corporation ^{51 NEW CORPORATION} ~~NOT~~ ^{FOR PROFIT} under the laws of the State of Kansas.

ARTICLE I

The name of the Corporation shall be Kansas Lions Foundation.

ARTICLE II

The location of it's registered office in this state is 231 South Tyler, City of Wichita, County of Sedgwick Kansas, 67211. The resident agent at this address is Linda McCormick.

ARTICLE III

The Corporation shall not have authority to issue capital stock, nor shall any part of the net earnings of the corporation benefit or be distributed to its members, directors, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the Corporation set forth in these Articles. Conditions of membership shall be outlined in the by-laws.

SECRETARY OF STATE
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ARTICLE IV

The Corporation is organized under and by virtue of the laws of the State of Kansas concerning nonprofit corporations and shall have and may exercise all of the rights, powers, privileges and immunities granted to such corporations by those laws, as amended from time to time, subject to the restrictions and limitations contained in these Articles.

The particular purposes and objects for which the Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively for educational, charitable and humanitarian purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code," all references to which in these Articles shall include all regulations promulgated thereunder and any corresponding provisions of any subsequent Federal tax laws and regulations).

The Corporation is organized and shall be operated for the funding and implementation of

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educational, charitable and humanitarian purposes within the meaning of 501 (c)(3) of the IRS Code. The Corporation will also receive contributions to be distributed to other 501 (c)(3) organizations as well as other qualified persons, organizations and Lions Clubs as long as these distributions do not jeopardize the tax exempt status of the corporation and that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any future tax code. Specifically, the corporation will provide services to individuals of the general public, regardless of race, color or ethnic origin. Such services may include the following:

- 1.) Administering the "Lions Quest Program" in the State of Kansas;
- 2.) Administering disaster relief grants provided by LCIF; and
- 3.) Energize communities throughout the state to act on behalf of youth by providing motivational and inspirational speakers to excite the participant about the initiative at hand and issuing challenges for personal and group commitments for specific actions and proposals, and by including break out sessions to create action plans in each community.

The foregoing enumeration of purposes and objectives shall not limit or restrict in any manner the pursuit of other purposes and objectives, or the exercise of other and further rights and powers that may now or hereafter be permitted or provided by law.

The foregoing purposes and powers of the Corporation shall be subject to the following limitations:

- A. No loans shall be made by the Corporation to any director or officer of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.
- B. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any director, officer, agent or employee of the Corporation, or to any private individual, except to further the exempt purposes of the Corporation as described above and except that reasonable compensation may be paid for services duly rendered, and reimbursement may be made for expenses duly incurred, to or for the Corporation affecting one or more of its authorized purposes.
- C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, provided that the Corporation shall be permitted to make the election described in Section 501 (h) of the Code, and, if it so elects, to make lobbying and grass roots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501 (h)(2) of the

Code.

- D. The Corporation shall at all times be operated in such a manner as will assure its qualification as : (i) an organization which is exempt from taxation pursuant to Section 501 (c)(3) of the Code; (ii) an organization which is not a private foundation, in accordance with Section 509 (a)(1), (a)(2) or (a)(3) of the Code; and (iii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code.
- E. Upon the dissolution of the Corporation or the termination of its affairs, the board of directors shall, after paying or making provision for the payment of all of the Corporation's debts, distribute the remaining assets of the Corporation to such other organizations having similar purposes which at that time qualify as exempt organizations under Section 501(c)(3) of the Code, as the board of directors shall determine. Any such assets not disposed of shall be turned over to the appropriate court for the City of Wichita, County of Sedgwick, State of Kansas, for distribution to such organizations having similar purposes which at that time qualify as exempt organizations under Section 501 (c)(3) of the Code as said court shall determine.
- F. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE V

- A. The property, affairs and business of the Corporation shall be managed and conducted by a board of directors. The board of directors shall have and exercise all of the powers of the Corporation and shall make, subject to any limitations contained in these Articles of Incorporation or the bylaws, all bylaws, rules and regulations for the governing of the Corporation, the management of its affairs and the election of its officers; and, the board of directors may repeal, alter or amend, subject to any limitations contained in these Articles of Incorporation of the Bylaws, such Bylaws, rules and regulations as the board of directors deems proper for the management of the affairs of the Corporation.
- B. The initial board of directors shall consist of:

Hans Neidhardt
 7400 Ayr Road
 Potwin, KS 67123

Robert D. Stith
 2867 Columbine
 Wichita, KS 67204

Edward Ummel
 210 Porter
 Garfield, KS 67529

Milton Lampe
250 Birch Street
St. Francis, KS 67756

Elfrieda Funk
101 S. Cedar
Hillsboro, KS 67063

Dennis Cooley
6920 S. Whitmore Road
Gypsum, KS 67448

Louis Johnson
1808 19th Street
Belleville, KS 66935

Verle Bostick
29675 Spring Valley Rd.
Louisburg, KS 66083

Each director shall serve for the terms prescribed in the bylaws of the Corporation and until their successors are elected and qualified, unless they resign or are removed in accordance with the bylaws.

- C. The number of directors may be changed as provided in the bylaws of the Corporation, but no decrease in number shall have the effect of shortening the term of any incumbent director.
- D. The directors of the Corporation shall be elected or appointed in the manner provided in the Corporation's Bylaws.

ARTICLE IV

- A. A director of the Corporation shall not be personally liable for monetary damages for breach of fiduciary duty as a director, except as to liability otherwise existing for (a) any breach of the director's duty of loyalty to the Corporation, (b) acts or commissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) the amount of any loan made to a director or officer of the Corporation if the director assents to or participates in the making of such loan, until the repayment thereof, or (d) any transaction from which the director derived an improper personal benefit.
- B. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to the time of such repeal or modification.

ARTICLE VII

The name of the initial registered agent of the Corporation is Linda McCormick. The address of the initial registered office of the Corporation is 231 South Tyler, City of Wichita, County of Sedgwick Kansas, 67211.

ARTICLE VIII

The name and address of the incorporator is Steven Lewis, 409 West 5th, Larned, Kansas

67550.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on July 17, 1999.

Steven Lewis
STEVEN LEWIS, Incorporator

ACKNOWLEDGMENT

STATE OF KANSAS, COUNTY OF Sedgewick, SS:

BE IT REMEMBERED, that on this the 17th day of July, 1999, before me, a Notary Public, personally appeared Steven Lewis, who is personally known to me to be the same person who executed the foregoing instrument, and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year first above written.

Virginia Pat Agnew
NOTARY PUBLIC

My Appointment Expires: 8-25-2001

