

2191369

Articles of Incorporation of Norton County Community Foundation, Inc.

We, the undersigned, hereby associate ourselves together for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Kansas, and do hereby adopt the following Articles of Incorporation: 8 4

Article I

000001 10 4016 09-23-74
NEW CORPORATION
51 1 20.00
1 20.00

The name of the corporation shall be *Norton County Community Foundation, Inc.*

Article II

The corporation shall have perpetual existence, except as hereinafter provided.

Article III

PURPOSE: The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; to receive, administer, and disburse funds for such charitable or educational purposes as will, in the discretion of the Board of Directors, make for the mental, moral, intellectual, and physical improvement, assistance and relief primarily of the inhabitants of Kansas and of Norton County therein and, where such funds are substantially for such purposes incidental grants may be made anywhere in the United States all being regardless of race, color or creed; and without in any way limiting or restricting the foregoing, but rather in enlargement and extension thereof, for the following purposes:

- (a) For assisting charitable institutions (including educational institutions not operated for profit) whether supported by private donations or public taxation;
- (b) For promoting scientific research along lines for the alleviation of human suffering;
- (c) For the care of the sick, aged and helpless;
- (d) For the care of children;
- (e) For aiding in the reformation of (1) victims of narcotics, drugs, and liquors; (2) released inmates of penal and reformatory institutions; and (3) wayward and delinquent persons;
- (f) For the improvement of living and working conditions;
- (g) For providing facilities for recreation;
- (h) For providing facilities for the performing arts, music and theater, and promotion of education in the arts, music and theater;
- (i) For the encouragement of social and domestic hygiene;

SECRETARY OF STATE
KANSAS
FILED

'94 SEP 30 AM 9:46

2191369 19940930 R148 F 284



01894139

(j) For the encouragement of sanitation and measures for the prevention of disease.

Distribution and application of the income and such portions of the principal thereof as may from time to time be available for such distribution and application, shall be made from time to time for one or more of the purposes set forth in this article. A permanent endowment fund may be created for the support of the foundation in the foregoing purposes.

Unless otherwise provided by the terms of any specific gift, in the distribution and application of funds available for distribution hereunder, payments may be made (a) to individuals; (b) to organizations maintaining institutions for any one or more of the charitable purposes aforesaid; or (c) to reputable charitable organizations undertaking to distribute and apply such funds to any one or more of such purposes.

Not more than 25% of the principal of the funds shall be available for distribution or application in any one calendar year to and for the purposes aforesaid, unless so directed to be by the unanimous action of the members of the Board of Directors, present at any regular or special meeting, or unless authorized or directed by the terms of any contribution by gifts, grant, devise or bequest.

In case any gift, legacy, or devise is made to this corporation to be applied to a designated purpose or purposes, then upon the failure of the purpose or purposes designated, wholly or in part, or in case changed conditions shall have rendered a designated application of available funds, illegal, impossible, impractical or unnecessary, then such available funds shall be applied by the Board of Directors in such manner as will in its opinion, most nearly fulfill the wishes of the donor or testator.

Where such funds are accepted by the Board of Directors for grants to be made in Kansas outside of Norton County such Board shall make discretionary grants after advising and consulting with such appropriate local entities or representative in the geographic area of such grants as such Board shall deem proper.

The Board of Directors shall have the power to participate or affiliate in activities with other trusts, entities, foundations or individuals where such participation or affiliation is permissible under the public charity standards for community foundations set by the Internal Revenue Service and where the same shall advance the purposes of this Article.

For purposes of these Articles, "charitable purposes" includes educational, religious, scientific, public and other purposes contributions for which are deductible under Section 170(c)(1) and (2)(B) of the Internal Revenue Code of 1954 and "qualified charitable organization" means an organization which is described in Section 170(c)(1) and (2) of said Code. Any reference in these Articles to a section of the Internal Revenue Code of 1954 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

Article IV

The corporation shall have all of the powers as provided by the statutes of the State of Kansas as now in effect or as hereafter enlarged by amendment. All provisions of said act relative to the regulation of the internal affairs of the corporation shall be applicable to this corporation unless otherwise provided in the Articles or the By-Laws.

Article V

The corporation shall not have authority to issue capital stock, and is to be financed under the following general plan: by contributions, by gift, grant, devise, or bequest to it, in trust or otherwise, for any one or more of the purposes above stated.

No part of the net earnings of the corporation shall inure to the benefits of any director, trustee, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication of statements) any political campaign on behalf of any candidate for public office. 8 4

Notwithstanding any other provision, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

If the corporation shall fail to obtain public charity status (meaning an organization qualifying as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as now existing or as hereafter amended and which is not a private foundation), or if having attained such public charity status, the corporation shall thereafter lose such status, the corporation shall dissolve and its assets be distributed as hereinafter provided.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational entities which would then qualify as exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as now existing or as hereafter amended and which are not private foundations; provided preference shall be given first to any such entities located in Norton County, Kansas, and second to any such entities located in Kansas.

Article VI

The street address of the initial registered office of the corporation shall be 210 E. Washington, Norton, Norton County, Kansas 67654, and the name of its initial registered agent as such address shall be Gary D. Mellor.

Article VII

(a) The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be as fixed in the by-laws but shall not be less than three.

(b) Successors to the initial Board of Directors shall be elected for a term as fixed in the by-laws commencing upon expiration of the terms of the initial board as hereinafter specified. The terms of directors in addition to the initial board, if any, shall be as fixed by the by-laws.

(c) Vacancies in the Board of Directors by death, resignation or removal from Norton County, Kansas shall be filled for the unexpired term by a majority of the remaining members of the board.

(d) The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer, who shall be members of the board and such other officers as it deems advisable or as may be fixed by the by-laws. Any two offices except that of President and Vice-President, President and Secretary or President and Treasurer, may be held by the same person. 8 4

(e) The Board of Directors may elect an executive secretary who need not be a director and who may be compensated for his or her services.

(f) The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

1. Harold C. Kohfeld	807 Valley Vista	Norton, KS 67654
2. William T. Sharp	416 N. Grant	Norton, KS 67654
3. Norman Nelson	505 Sunset	Norton, KS 67654
4. Warren G. Bullock	506 N. Brown	Norton, KS 67654
5. Kent B. Kearney	Rt. 3	Norton, KS 67654
6. Gary D. Mellor	Rt. 3, Box 37B	Norton, KS 67654

Article VIII

The Board of Directors may at any time, by resolution adopted by a majority of the directors in office, designate and appoint one or more committees, each of which shall consist of two or more directors, which said committees, to the extent that may be consistent with such resolution or the by-laws, shall have and exercise the authority of the board of directors in the management of the corporation.

Article IX

In the event that property is given, devised or bequeathed to this corporation without express designation by the donor or testator or a trustee of such property (or if this corporation is designated as trustee), the Board of Directors is hereby expressly empowered and authorized, upon the affirmative vote of a majority of the Board, but shall be under no obligation to, designate and appoint at any time, and from time to time, as Trustee of such property, by writing delivered to such Trustee, any bank or trust company having its principal place of business in the State of Kansas, authorized under the laws of the United States of America, or the State of Kansas, to exercise corporate trust powers. Until accepting such designation and appointment, such bank or trust company shall have no responsibility with respect to any litigation which may arise in connection with the gift, devise or bequest thereof.

Upon accepting such designation and appointment, by writing, delivered to the Secretary of this corporation, such bank or trust company (hereinafter also referred to as a Trustee) shall hold such property in trust under the directions of the Board of Directors, or a duly appointed committee thereof.

In the absence of terms of any gift, devise or trust specifically otherwise providing, this

corporation and any trustee designated by it shall have full right, power, and authority to invest and reinvest any and all funds or property given, devised or bequeathed to it (or to any trustee for it) under the Prudent Man Rule, that is, the corporation and any Trustee designated by it may invest and reinvest trust funds in any property, real, personal or mixed, in which an individual may invest his own funds. In making investments, the trustee shall exercise the judgment and care in the circumstances then prevailing, which men of prudence, discretion, and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital; provided, however, that no trustee designated by the Board of Directors shall make any sale or investment of any funds or property in such trust unless and until such sale or investment shall be approved by the Board of Directors or a duly appointed committee thereof. 3 4

Article X

The Board of Directors may adopt and from time to time amend, by-laws for the corporation. The conditions of membership in this Corporation shall be as fixed by the By-Laws of the Corporation.

Article XI

The corporation shall indemnify each director and officer against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been an officer or director (whether or not he/she continues to be an officer or director at the time of incurring such expenses; provided, this shall not be construed to authorize the corporation to protect any such director or officer against any liability to which he/she would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his/her office.

Article XII

Notwithstanding any other provisions of the Articles of Incorporation or By-Laws of the corporation, the Board of Directors shall have the following powers:

(1) The Board of Directors shall have the power

(a) to modify any restrictions or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in their sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of Norton County and the State of Kansas.

(b) to replace any participating trustee, custodian or agent for breach of fiduciary duty under the laws of the State of Kansas, and

(c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this community trust's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).

(2) In determining whether there is a reasonable return of net income with respect to

the exercise of the power described in subparagraph (c) of Paragraph (1) of this Article,

(a) there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and

(b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust. A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than three in number.

(3) If it appears that there may be grounds for exercising the power described in subparagraphs (b) or (c) of Paragraph (1) or this Article with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Directors under subparagraphs (b) or (c) of Paragraph (1) of this Article, the Board of Directors shall review the explanation and/or correction of the participating trustee, custodian or agent, and said participating trustee, custodian, or agent shall then be replaced upon a majority vote of the members of the Board of Directors.

(4) Upon the exercise of the power under subparagraphs (b) or (c) of Paragraph (1) of this Article to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

Article XIII

The name and address of each Incorporator is:

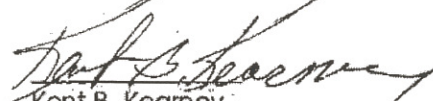
- | | | |
|----------------------|------------------|------------------|
| 1. Harold C. Kohfeld | 807 Valley Vista | Norton, KS 67654 |
| 2. William T. Sharp | 416 N. Grant | Norton, KS 67654 |
| 3. Norman Nelson | 505 Sunset | Norton, KS 67654 |
| 4. Warren G. Bullock | 506 N. Brown | Norton, KS 67654 |
| 5. Kent B. Kearney | Rt. 3, Box 119 | Norton, KS 67654 |
| 6. Gary D. Mellor | Rt. 3, Box 37B | Norton, KS 67654 |

WITNESS our hands September 20 1994.


Harold C. Kohfeld


Warren G. Bullock


William T. Sharp


Kent B. Kearney


Norman Nelson

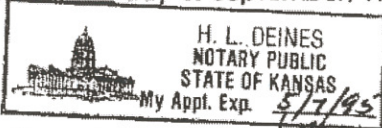

Gary D. Mellor

STATE OF KANSAS)
) ss.
COUNTY OF NORTON)

Harold

Personally appeared before me, a Notary Public in and for Norton County, Kansas, the above-named ~~Howard~~ *Harold* C. Kohfeld who is personally known to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

In Testimony Whereof, I have hereunto subscribed my name and affixed my official seal, this 20th day of September, 1994.



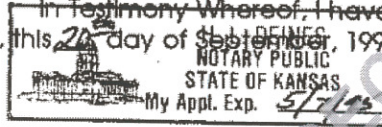
H. L. Deines
Notary Public

My Commission expires May 7, 1995

STATE OF KANSAS)
) ss.
COUNTY OF NORTON)

Personally appeared before me, a Notary Public in and for Norton County, Kansas, the above-named William T. Sharp who is personally known to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

In Testimony Whereof, I have hereunto subscribed my name and affixed my official seal, this 20th day of September, 1994.



H. L. Deines
Notary Public

My Commission expires May 7, 1995

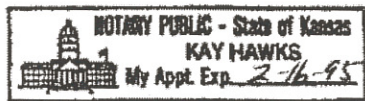
STATE OF KANSAS)
) ss.
COUNTY OF NORTON)

Personally appeared before me, a Notary Public in and for Norton County, Kansas, the above-named Warren G. Bullock who is personally known to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

In Testimony Whereof, I have hereunto subscribed my name and affixed my official seal, this 20th day of September, 1994.

Kay Hawks
Notary Public Kay Hawks

My Commission expires February 16, 1995



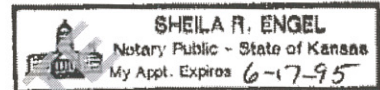
KANSAS SECRETARY OF STATE
NON-CERTIFIED COPY
11/2013 9:06:17 AM

STATE OF KANSAS)
) ss.
COUNTY OF NORTON)

Personally appeared before me, a Notary Public in and for Norton County, Kansas, the above-named Norman Nelson who is personally known to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

In Testimony Whereof; I have hereunto subscribed my name and affixed my official seal, this 20th day of September, 1994.

Sheila R. Engel
Notary Public



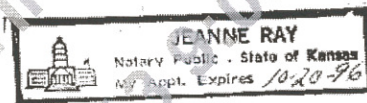
My Commission expires June 17, 1995.

STATE OF KANSAS)
) ss.
COUNTY OF NORTON)

Personally appeared before me, a Notary Public in and for Norton County, Kansas, the above-named Kent B. Kearney who is personally known to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

In Testimony Whereof, I have hereunto subscribed my name and affixed my official seal, this 20 day of September, 1994.

Jeanne Ray
Notary Public

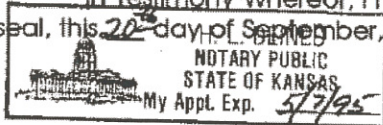


My Commission expires 10-20-96.

STATE OF KANSAS)
) ss.
COUNTY OF NORTON)

Personally appeared before me, a Notary Public in and for Norton County, Kansas, the above-named Gary D. Mellor who is personally known to me to be the same person who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

In Testimony Whereof, I have hereunto subscribed my name and affixed my official seal, this 20th day of September, 1994.



[Signature]
Notary Public

My Commission expires May 7, 1995.