

Appendix D - Articles of Incorporation for Greater Miami County Economic Development Corporation

NOT FOR PROFIT ARTICLES OF INCORPORATION

OF

GREATER MIAMI COUNTY ECONOMIC DEVELOPMENT CORPORATION

ARTICLE I

The name of this corporation is GREATER MIAMI COUNTY ECONOMIC DEVELOPMENT CORPORATION.

ARTICLE II

The location of its Registered Office in Kansas is 201 South Pearl, Suite 202, Paola, Miami County, Kansas 66071, and the Resident Agent at such address is Alan Morris.

ARTICLE III

- This corporation is organized exclusively as a non-profit chamber of commerce within the meaning of Section 501(c)(6) of the Internal Revenue Code. Within the scope of that section, the purpose of the corporation is:

A. To encourage business and industry to remain, locate and develop within Miami County, Kansas, and to otherwise promote the orderly economic growth and common economic interests of Miami County, Kansas; and.

B. To qualify for the receipt of taxes, grants, and other funding, whether from public or private sources; and

C. To engage in any lawful conduct or activity for which any non profit corporations may be organized under the Kansas General Corporation Code and to exercise all power conferred by the laws of the State of Kansas upon non profit corporations, including the power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas.

ARTICLE IV

The names and addresses of the incorporator is:

Name

Address

Alan Morris

Miami County, Kansas
201 S. Pearl, Suite 200
Paola, Kansas 66071-1794.

RECORDED
1175-3773

ARTICLE V

The power of the incorporator is to terminate upon the filing of these Not for Profit Articles of Incorporation, and the names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of the Members/Directors or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
William R. Butler	Retired businessman 1720 Parker Avenue Osawatomie, Kansas 66064
Sherman W. Cole	Osawatomie State Hospital 937 Walnut Osawatomie, Kansas 66064
Bill Coulter	Retired from Lucent Industries 21842 W. 220th Street Spring Hill, Kansas 66083
Doug Bowes	Crown Realty 1005 W. Amity Louisburg, Kansas 66053
Wayne Wooden	Retired from Panhandle Eastern 30570 Somerset Road Paola, Kansas 66071
Ernie Pratt	Pratt & Associates 4 S. Silver Paola, Kansas 66071
Jeff Thompson	Thompson Vending 2 Morningside Drive Paola, Kansas 66071

ARTICLE VI

No director shall be personally liable to the corporation or its members for monetary damages for any breach of fiduciary duty by such director as a director, except to the extent such exemption from liability or limitation thereof is not permitted by the Kansas General Corporate Code as it now exists or as it may hereafter be amended. Notwithstanding the foregoing, a director shall be liable to the extent provided by the existing Kansas General Corporation Code (i) for breaches 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. 167-6424 and any amendments thereto, or (iv) for any transaction from which the director derived an improper

personal benefit. Any repeal or modification of these provisions shall not adversely affect any right of any director of the corporation existing at the time of such repeal or modification.

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

Election of directors or officers may be by voice vote. A written ballot is not needed.

ARTICLE IX

The Corporation's fiscal year shall be a calendar year, ending on December 31.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its organizers, directors, trustees, officers or private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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 as a chamber of commerce as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

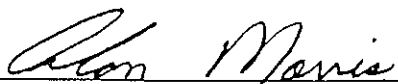
ARTICLE XI

The Corporation shall not have the authority to issue capital stock.

ARTICLE XII

The conditions of membership shall be fixed by the bylaws.

IN TESTIMONY WHEREOF, I have hereunder subscribed our names this 6th day of February, 2001.


ALAN MORRIS

