

5-6-1954  
D-254052

ARTICLES OF INCORPORATION

of

THE SCHOWALTER FOUNDATION, INC.

We, the undersigned, incorporators hereby associate ourselves together to form and establish a corporation NOT for profit under the laws of the State of Kansas.

- FIRST: The name of the corporation is: The Schowalter Foundation, Inc.
- SECOND: The location of its principal place of business in this state is: 601½ Main Street, Newton, Harvey County, Kansas.
- THIRD: The location of its registered office in this state is: 601½ Main Street, Newton, Harvey County, Kansas.
- FOURTH: The name and address of its resident agent in this state is: Herbert H. Sizemore, 601½ Main Street, Newton, Harvey County, Kansas.
- FIFTH: This corporation is organized NOT for profit and the objects and purposes to be transacted and carried on are:

To receive and administer for religious, charitable, and educational purposes, all for the public welfare and for no other purposes, and to that end to take, hold, and accept from any person, persons, corporations, or other legal entities, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes, or any of them, any property, real, personal, or mixed, without limitation as to amount, value, or location; to sell, convey, and dispose of any such property and to invest and reinvest the principal and income therefrom, and to deal

with and expend the income therefrom or the principal thereof, for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to make financial and other types of contributions and assistance to charitable, religious, and educational organizations; to receive any property, real, personal, or mixed, in trust or otherwise under the terms of any will, deed of trust, or other instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes as authorized or directed in the instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any person, corporation, or other legal entity, domestic or foreign, but only for the foregoing purposes or some of them; and in general to exercise any, all, and every power for which a non-profit corporation organized under the laws of the State of Kansas for charitable, religious, and educational purposes, all for the public welfare, is or shall be authorized to exercise, but not any other power.

All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto; no part of the net earnings shall inure to the bene-

fit of any member or individual and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

In the event of dissolution, all of the remaining assets of the corporation shall be distributed by the board of directors only for religious, charitable, and educational purposes.

The corporation shall have the power and authority to borrow money and to receive, buy, pledge, mortgage, encumber, sell, lease, and otherwise acquire by gift, devise, or inheritance real and personal property of any kind and character and wheresoever situate, either within the State of Kansas or elsewhere in the world, necessary or proper to promote the objects of the corporation, and to hold, use, pledge, mortgage, encumber, sell, invest, and reinvest the same, and collect and disburse the income and principal thereof for religious, charitable, or educational purposes.

A recitation in any deed of conveyance or other instrument made by the corporation that the sale has been authorized by a majority of the board of directors (or of the required percentage of members) shall protect the purchaser of such property.

SIXTH: The corporation shall have no capital stock nor shall it have authority to issue capital stock. The incorporators, directors, and members of the corporation shall NOT be liable for the debts of the corporation.

SEVENTH: The conditions of membership shall be fixed by the by-laws; provided, however, that the membership of the corporation shall be not less than six nor more than

ten; and the following persons shall constitute the

first members:       H. J. Andres  
                      Ernest Bachman  
                      Adin Holdeman  
                      D. C. Buller  
                      O. O. Miller  
                      C. L. Graber

Existing members may elect other members and may fill vacancies caused by death, resignation, or other causes.

EIGHTH:   The amount of capital with which this corporation will commence business is One Thousand Dollars (\$1000.00).

NINTH:    The names and places of residence of each of the incorporators are as follows:

H. J. Andres	Newton, Kansas
Ernest Bachman	Newton, Kansas
Adin Holdeman	Hesston, Kansas
D. C. Buller	Halstead, Kansas

TENTH:    The term for which this corporation is to exist is ONE HUNDRED (100) years.

ELEVENTH: The board of directors shall be six; provided, however, that the number constituting the board of directors may be increased or reduced from time to time by resolution passed by a majority of the board of directors present at any meeting. Provided further, however, that the number of members of the board of directors shall always consist of not less than six nor more than ten.

The following named persons shall constitute the original board of directors of the corporation, to

wit:       H. J. Andres  
            Ernest Bachman  
            Adin Holdeman  
            D. C. Buller  
            O. O. Miller  
            C. L. Graber

each of whom shall hold such office until March 15, 1957,

and until their successors are respectively elected and qualified or until their death or resignation in writing has been filed with the corporation. Thereafter, directors shall each hold office for a term of three years and until their successors are respectively elected or qualified or until their death or resignation; provided, however, the board of directors may, by appropriate resolution, provide for a longer or shorter term of office of the directors, and that such term shall be fixed so as to provide that no more than one-half of the terms of the membership of said board shall expire at the same time, except that such term shall never be less than one year.

Directors shall be members of the corporation and no person not a member of the corporation shall be eligible to membership on the board of directors.

The board of directors shall have the power to adopt, amend, alter, or repeal by-laws not inconsistent with the Constitution or Laws of the United States or of the State of Kansas and of these Articles of Incorporation, for the management of the corporation's property, the regulation and government of its affairs, and all things incidental thereto. Subject, however, to the right of the members of the corporation, by a vote of seventy-five per cent of the then members, to adopt, amend, alter, or repeal the by-laws at any regular meeting of the membership or at any special meeting of the membership called for that purpose.

Any business or matters concerning the cor-

poration may be taken up and disposed of at any regular meeting of the members, whether specified in the notice thereof or not; a majority of the then members present at such meeting shall determine any vote or issue submitted at any regular or special meeting of the members, except as herein provided for a larger percentage or required by law.

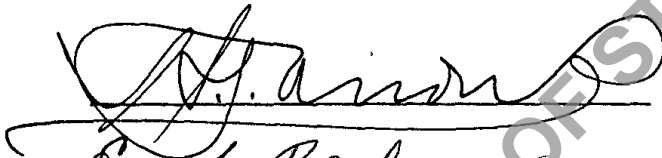
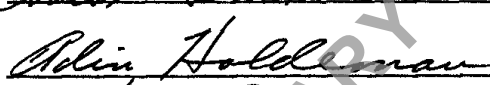
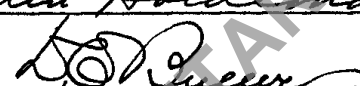
The meetings of the board of directors and of the members shall be held at the registered office of the corporation in the State of Kansas or at such other place within or without the State of Kansas as the board of directors may agree upon or shall be specified in the "call" therefor.

In the absence of actual fraud, no contract made or other action taken by the concurrent vote of a majority of the entire number of directors shall be invalid or voidable by reason of the fact that some or all of the directors are interested therein, directly or indirectly; nor shall any director be incapacitated from voting upon any matter by reason of any interest therein.

Each and every director and officer, whether or not then in office, shall be indemnified by the corporation against expenses, actually and necessarily incurred by or imposed upon him (but without being limited to judgment, costs, and counsel fees) in connection with the defense of any action, suit, or proceeding or in settlement of any claim without suit having been filed, in which he is made a party or claimed to be liable by reason of being or having been a director or officer of the corporation, except in

relation to matters as to which he shall be finally adjudged liable by reason of dereliction or misconduct in the performance of his duty as such officer or director. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled.

IN TESTIMONY WHEREOF, we have hereunto subscribed our names this 5<sup>th</sup> day of May, 1954.

  
Ernest Bachman  
  
Adlin Holdeman  
  
D. D. Quener

Incorporators

STATE OF KANSAS        }  
COUNTY OF HARVEY    } SS:

BE IT REMEMBERED, That on this 5th day of May, 1954, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came H. J. Andres, Ernest Bachman, Adin Holdeman, and D. C. Buller, to me known to be the persons who executed the above and foregoing Articles of Incorporation, and such persons, and each of them, duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

My commission expires:

March 15, 1958

Myra Utz  
Notary Public

OFFICE OF SECRETARY OF STATE

Topeka, Kansas

May 6, 1954

RECEIVED OF . . . . . THE SCHOWALTER FOUNDATION, INC. . . . and  
deposited in the State Treasury, the sum of . . . Two and 50/100 . . . .  
Dollars, fee for filing the within Articles of Incorporation

Paul R. Shanahan  
SECRETARY OF STATE

BY: William P. . . . .

CHIEF CLERK

