



**ARTICLES OF INCORPORATION**

**OF**

**MULTI AGENCY CENTER BOARD, INC.**

(A Not-For-Profit Corporation)

The undersigned, in order to form a not-for-profit corporation for the purposes hereinafter stated, under and pursuant to the Kansas General Corporation Code, hereby certifies as follows:

**ARTICLE I**

**Name**

The name of this Corporation is Multi Agency Center Board, Inc. (the "Corporation").

**ARTICLE II**

**Registered Office and Resident Agent**

The address of the Corporation's registered office in the State of Kansas is Public Policy and Management Center, Wichita State University, 1845 N. Fairmount, Box 211, Wichita, Sedgwick County, Kansas 67260. The resident agent at such address is the Corporation.

**ARTICLE III**

**Purposes**

This Corporation is organized as a non-profit corporation exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") including to:

- A. Serve as the coordinating council for services offered at the multi-agency center to assist people experiencing homelessness or housing insecurity receive resources and services on the path to housing, and
- B. Promote such other charitable and educational endeavors as may be permitted (i) under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.



This Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

#### ARTICLE IV

##### Inurement Prohibited

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, 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 purposes set forth in ARTICLE III above. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

#### ARTICLE V

##### Membership Organization

This Corporation shall not have authority to issue capital stock and the powers provided to members under Kansas law be vested in the Directors of this Corporation. The members of the Corporation shall be the members of its Board of Directors ("Board").

#### ARTICLE VI

##### Incorporator

The name and mailing address of the Corporation's incorporator is:

Kevin J. Arnel  
1551 N. Waterfront Parkway, Suite 100  
Wichita, Kansas 67206

#### ARTICLE VII

##### Board of Directors

A. The business and affairs of the Corporation shall be managed and conducted by a Board of Directors ("Board") consisting of the number of persons determined by the Board from time to time. Directors may be removed, with or without cause, by a Two-Thirds Vote of the Directors of the Corporation (excluding the person at issue). For purpose of these Articles, a



“Two-Thirds Vote of the Directors” means a vote of the Directors equal to at least two-thirds of the number of Director seats then authorized, whether or not one or more of such seats is vacant.

B. The Board shall have full power and authority to manage the Corporation and any and all of its assets, properties, and affairs, including the right to elect such officers and assistant officers and to designate and appoint such agents and employees as the Board deems advisable and to allow them suitable compensation, and shall have any and all additional powers and authority, not inconsistent with the express terms of these Articles of Incorporation, that are expressly or impliedly granted to or invested in the Board by the statutes or laws of the State of Kansas, as now in effect and as hereafter amended or modified. Unless otherwise provided in the Bylaws of the Corporation, the election of Directors by written ballot shall be required only if requested by a member entitled to vote at said election.

C. Notwithstanding anything herein to the contrary, the Board and the members shall not be authorized to do any act or activity which is contrary to any purpose for which an organization exempt from tax pursuant to Section 501(c)(3) of the Code may lawfully be organized.

## ARTICLE VIII

### Bylaws

The original Bylaws of this Corporation shall be adopted by the incorporator. Thereafter, the power to adopt, alter, amend or repeal this Corporation's Bylaws, in whole or in part, at any time and from time to time, shall be vested in the Board and subject to the terms of the Bylaws.

## ARTICLE IX

### Perpetual Existence

The Corporation shall have perpetual existence.

## ARTICLE X

### Amendments to Articles of Incorporation

Pursuant to K.S.A. § 17-6602(c)(3), as it may be amended from time to time, the Articles of Incorporation of the Corporation may be amended by a Two-Thirds Vote of the Directors of the Corporation.



## ARTICLE XI

### **Indemnification; Limitation on Liability**

A. The Corporation shall indemnify any Director or officer of the Corporation who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (collectively a "Proceeding") by reason of the fact that such person is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, trustee, partner, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the Kansas General Corporation Code as now in effect and as hereafter amended. Such right to indemnification shall be a contract right and shall include the right to be paid by the Corporation for expenses incurred in defending any Proceeding in advance of its final disposition to the fullest extent permitted under the Kansas General Corporation Code as now in effect and as hereafter amended.

B. The rights conferred in paragraph A shall not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board or members of the Corporation, or otherwise.

C. The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred in such capacity, whether or not the Corporation would be obligated to indemnify such person against such liability under the provisions of this Article. The Corporation shall maintain general liability insurance so that volunteers of the Corporation may qualify for the provisions of K.S.A. 60-3601.

D. No Director of the Corporation shall be held personally liable to the Corporation or its members for breach of fiduciary duty as a Director except for liability (i) for any breach of a 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, or (iii) for any transaction from which the Director derived an improper personal benefit.

E. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right to indemnification or limitation on the personal liability of any person who was entitled thereto at the time of such repeal or modification.

## ARTICLE XII

### **Distribution of Assets Upon Dissolution**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the



Corporation in such a manner or to such an organization, as will further the specific charitable purposes of this Corporation. In all events, however, such disposition shall satisfy the purposes as shall at the time qualify as exempt under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Eighteenth Judicial District, District Court, Sedgwick County, Kansas, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Wichita, Kansas, on this 10<sup>th</sup> day of October, 2024, and declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct.

Kevin J. Arnel, Incorporator