

ARTICLES OF INCORPORATION
OF
ST. JOHN'S MILITARY SCHOOL HISTORICAL MUSEUM, INC.

I, the undersigned Incorporator, hereby form and establish a Corporation NOT FOR PROFIT under the laws of the State of Kansas.

ARTICLE I

The name of the Corporation is ST. JOHN'S MILITARY SCHOOL HISTORICAL MUSEUM, INC.

ARTICLE II

The location of the registered office is 110 W. Otis Avenue, Salina, Kansas 67401. The registered agent at said address is St. John's Military School Historical Museum, Inc.

ARTICLE III

This Corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

- (1) To create and maintain the St. John's Military School Historical Museum in Saline County, Kansas. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (2) To further such objects and purposes, the Corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this Corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

- (3) PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination or winding up of this Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:
- (a) This Corporation shall not have or exercise any power of authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
 - (b) This Corporation shall never be operated for the primary purpose of carrying on a trade of business for profit.
 - (c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section 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 section of any future federal tax code.
 - (d) Upon the dissolution of this Corporation, the governing 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 exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board 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 IV

The Corporation will NOT have the authority to issue capital stock. The authorized number and qualifications of the members of the Corporation, the manner of their admission and expulsion, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection of dues and assessments shall be set forth in the Bylaws.

ARTICLE V

The Board of Directors shall have all powers granted by Kansas law and statutes.

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. Notwithstanding the foregoing sentence, a Director shall be liable to the extent provided by applicable law (i) for breach 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. 17-6424 and any amendments thereto, or (iv) for any transaction from which the Director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to the date when such provision becomes effective.

ARTICLE VII

The term for which this Corporation is to exist is perpetual.

ARTICLE VIII

No member of this Corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this Corporation, the assets of this Corporation shall be distributed as set forth in Article III hereof.

ARTICLE IX

The power of the Incorporator shall terminate upon filing of the Articles of Incorporation. The name and address of the Incorporator is:

Timothy Piowaty
255 Baker Lane
Erie, Colorado 80516

ARTICLE X

The number of Directors may be increased or decreased from time to time by amendment of the Bylaws.

ARTICLE XI

The names and addresses of the persons who are to serve as Directors until their successors are elected and qualified are as follows:

Michael Wagner
81 Joliet Street
Gorham, Kansas 67640

Jeremy Baerns
4153 S. Lookout Hill Street
Watkins, Colorado 80137

Timothy Piowaty
255 Banker Lane
Erie, Colorado 80516

Roy Lawrence
1214 Cloud Circle
Salina, Kansas 67401

Kent Tretheway
110 E. Park Place Court
Derby, Kansas 67037

ARTICLE XII

The power to adopt, amend and repeal the Bylaws of this Corporation shall reside in the Board of Directors of this Corporation. The power to amend the Articles of Incorporation shall reside in the members of this Corporation who are entitled to vote.

ARTICLE XIII

The Corporation shall maintain general liability insurance in such amount as shall be determined by the Directors, so as to enable volunteers of the Corporation to come within the provisions of K.S.A. 60-3601.

IN TESTIMONY WHEREOF, I have hereunto set my signature on _____,
2019.

TIMOTHY PIOWATY
Incorporator