

**ARTICLES OF INCORPORATION**

**OF**

**ST. JOHN'S MILITARY SCHOOL HISTORICAL MUSEUM, INC.**

The undersigned natural persons of the age of eighteen (18) years or more for the purpose of forming a corporation under the Kansas Nonprofit Corporation Act adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is:

**ST. JOHN'S MILITARY SCHOOL HISTORICAL MUSEUM, INC.**

**ARTICLE II**

**PUBLIC BENEFIT CORPORATION**

The Corporation is a public benefit corporation.

**ARTICLE III**

**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**

**REGISTERED AGENT**

The address of the Corporation's initial registered office in the State of Kansas is 110 W. Otis Ave, Salina, KS, 67401, and the name of its initial Registered Agent at said address is St. John's Military School Historical Museum.

**ARTICLE V**

**BOARD OF DIRECTORS**

The Corporation shall have no members, but in lieu thereof shall have a self-perpetuating Board of Directors. All powers of management, direction and control of the Corporation shall be vested in the Board of Directors

- (a) The number of directors to constitute the first Board of Directors is five (5). The number of directors to constitute all subsequent Boards of Directors shall be fixed by, or in the manner provided in, the Corporation's bylaws, provided that in no event shall such number be less than three (3).
- (b) The names of the persons to constitute the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Michael Wagner	81 Joliet St. Gorham, KS 67640
Jeremy Baerns	4153 S. Lookout Hill St. Watkins, CO, 80137
Timothy Piowaty	255 Baker LN. Erie, CO 80516
Roy Lawrence	110 E. Otis Ave. Salina, KS 67401
Kent Tretheway	110 E. Park Place Ct. Derby, KS 67037

**ARTICLE VI**

**PURPOSES**

This Corporation is organized exclusively for charitable, scientific, religious and educational purposes. The terms charitable, scientific, religious and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect. Without limiting the general charitable purposes of the Corporation, the primary purpose of the Corporation is the purchase, disposition, preservation, chronicling, exhibiting, archiving and displaying of historical artifacts related to St. John's Military School (1887-2019).

## **ARTICLE VII**

### **NOT FOR PROFIT**

The Corporation is not organized for pecuniary profit, and it shall not have any power to issue certificates of stock or to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to Directors or Officers of the Corporation, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

## **ARTICLE VIII**

### **LEGISLATIVE OR POLITICAL ACTIVITIES**

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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

## **ARTICLE IX**

### **OPERATIONAL LIMITATIONS**

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or
- (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended,

or corresponding sections of any future federal tax code.

## **ARTICLE X**

### **DISSOLUTION**

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of 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 for charitable, scientific, religious or educational purposes as shall at the time qualify as an exempt organization or

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code, as the Directors shall determine.

Any such assets not so disposed of shall be disposed of by the circuit 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**

**INDEMNIFICATION**

All Officers and Directors of the Corporation shall receive the benefit of indemnification to the full extent allowed under Kansas law. Such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws or any agreement, vote of disinterested Directors, or otherwise.

With respect to an employee or agent, other than a Director or Officer of the Corporation, except as to such indemnification as is required under this ARTICLE, the Corporation may, as determined by the Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with the proceeding, to the extent permitted by and in accordance with Missouri law, as amended from time to time.

**ARTICLE XII**

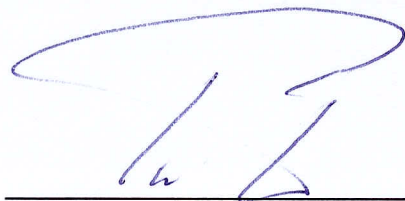
**INCORPORATORS**

The name and place of residence of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Timothy Piowaty	255 Baker LN. Erie, CO 80516

In Affirmation thereof, the facts stated above are true and correct:

I/We declare under penalty of perjury pursuant to the laws of the state of Kansas that the foregoing is true and correct,



Timothy Piowaty

Date

3/14/2019