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NOT FOR PROFIT ARTICLES OF INCORPORATION

OF

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.

STATE OF KANSAS
ARTICLE I
OF NEW CORPORATION

ARTICLE I

The name of this corporation is GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.

ARTICLE II

The location of its Registered Office in Kansas is 120 E. 6th, 3 Townsite Plaza, Topeka, Shawnee County, Kansas, 66603 and the Resident Agent at such address is The Greater Topeka Chamber of Commerce.

ARTICLE III

This corporation is organized exclusively as a non-profit business league or 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 locate and develop within the greater Topeka area and to otherwise promote the common economic interests of greater Topeka;
- B. To qualify for the receipt of taxes, grants, and other funding, whether from public or private source; and
- C. To engage in any lawful conduct or activity for which any non profit corporations may be organized under Kansas General Corporation Code.

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<u>Name</u>	<u>Address</u>
S. Lucky DeFries	Coffman, DeFries & Nothern A Professional Association 534 S. Kansas Avenue, Suite 925 Topeka, KS 66603-3407

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 stockholders, (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 amendments thereto, and (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,

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members, trustees, officers or other 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 business league or 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 Court of Commons Pleas 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, we have hereunder subscribed our names this 1st day of February, 2000.


S. LUCKY DeFRIES

PREPARED BY:

S. LUCKY DeFRIES
JEFFREY A. WIETHORN
COFFMAN, DEFRIES & WOTHEN
A Professional Association
534 S. Kansas, Ste. 925
Topeka, KS 66603

ACKNOWLEDGMENT

STATE OF KANSAS

SS:

COUNTY OF SHAWNEE

BE IT REMEMBERED, that on this 15th day of February, 2000, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came S. Lucky DeFries, who is personally known to me to be the same person who executed the foregoing Articles of Incorporation at Topeka, Shawnee County, Kansas, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last above written.



Trina M. Powell

Notary Public