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SECRET

**ARTICLES OF INCORPORATION**  
**OF**  
**ANDOVER JUNIOR SPORTS ASSOCIATION, 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 Andover Junior Sports Association, Inc. (the "Corporation").

**ARTICLE II**

**Registered Office and Resident Agent**

The address of the Corporation's registered office in the State of Kansas is 1136 Terradyne Drive, Andover, Kansas 67002. The name of its registered agent at such address is Larry Harmon.

**ARTICLE III**

**Purposes**

This Corporation is organized as a not-for-profit corporation, and the purposes of this Corporation are to promote charitable, civic, educational and athletic endeavors as may be permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

**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, 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 III above. No substantial part of the activities of the Corporation shall involve 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 any candidate for public office.

**ARTICLE V****Membership Organization**

This Corporation shall not have authority to issue capital stock, and all voting powers normally vested in stockholders shall be vested in the members of this Corporation. The members of this Corporation shall be its trustees. The initial members of this Corporation shall be Douglas A. Richerson, Roger A. Placzek, Larry E. Harmon, David M. Bell and Frank Shaw.

**ARTICLE VI****Incorporator**

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

Scott C. Palecki  
1551 N. Waterfront Parkway, Suite 100  
Wichita, Kansas 67206-4466

**ARTICLE VII****Board of Trustees**

A. The business and affairs of the Corporation shall be managed and conducted by a Board of Trustees ("Board") consisting of five members, with full authority in the Board to vary said number at any time and from time to time. In addition to its regular number, this Board may have as many additional non-voting ex-officio members as it deems appropriate.

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 trustees by written ballot shall be required only if requested by a member entitled to vote at said election.

C. No trustee of the Corporation shall be held personally liable to the Corporation or its members for breach of fiduciary duty as a trustee except for liability (i) for any breach of a trustee'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 transactions from which the trustee derived an improper personal benefit. Any repeal or modification of this paragraph C shall be prospective only and shall not adversely affect any limitation on the personal liability of a trustee of the Corporation serving at the time of such repeal or modification.

D. 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.

## ARTICLE IX

### Perpetual Existence

The Corporation shall have perpetual existence.

## ARTICLE X

### Indemnification

A. This Corporation shall indemnify any trustee, officer, employee, or agent of the Corporation who was or is threatened to be made a party in any legal proceedings, whether civil, criminal, administrative, or investigative, if successful on the merits or otherwise in defense, or even if unsuccessful in defense, if such person or persons, as determined by the trustees, whose acts are not in question, or by the legal opinion of independent legal counsel, acted in good faith and in the reasonable belief that the actions were in or not opposed to the best interests of the Corporation.

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 otherwise.

C. The Corporation may purchase and maintain insurance on behalf of any trustee, 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 have power to indemnify such person against such liability under the provisions of the above Section

## ARTICLE XI

### 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 the Board in its sole discretion may designate, so as to 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 22<sup>nd</sup> day of July, 2008, and declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct.



\_\_\_\_\_  
Scott C. Palecki

This copy is to be a true and correct copy of the original on file.  
Certified on this date: July 22, 2008  
By: \_\_\_\_\_ Secretary of State

**EXHIBIT 3**