

**ARTICLES OF INCORPORATION  
OF  
THE KANSAS WESLEYAN UNIVERSITY FOUNDATION  
(Amended February 2010)**

We, the undersigned incorporators, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas.

**ARTICLE FIRST**

**Corporate Name**

The name of this corporation is THE KANSAS WESLEYAN UNIVERSITY FOUNDATION. This corporation shall be referred to herein as "the Foundation".

**ARTICLE SECOND**

**Registered Office**

The location of its registered office in this state is 100 East Claflin Avenue, in the City of Salina, County of Saline, and State of Kansas.

**ARTICLE THIRD**

**Resident Agent**

The name and address of its resident agent in this state is The Kansas Wesleyan University Foundation, 100 East Claflin Avenue, Salina, Kansas, 67401-6196.

**ARTICLE FOURTH**

**Organized Not For Profit**

This Foundation is organized NOT FOR PROPIT. It shall have no authority to issue capital stock and the conditions of membership shall be fixed by the By-Laws.

**ARTICLE FIFTH**

**Purpose of the Foundation**

In order to secure gifts of money or other property or the advancement of education and research, and in order to provide auxiliary association for the financial aid and assistance of Kansas Wesleyan, and institutions related to, affiliated with and cooperating with Kansas Wesleyan, the incorporators do establish this Foundation.

This Foundation is organized exclusively for charitable, religious, scientific, literary or educational purposes, including the sponsorship of specific projects and programs to improve educational services in the area served by Kansas Wesleyan, and, in connection with such activities, to support and promote education, training, and research programs.

To accomplish such purposes, it proposes to make distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding

provisions of any future United States Internal Revenue law), including Kansas Wesleyan, and institutions related to, affiliated with, or cooperating in the achievement of its purposes.

**6.1 General Powers.** The Foundation may engage in any lawful act or activity for which a corporation may be organized under the Kansas General Corporation Code and which is within the exempt purposes of the Foundation except for express limitations, if any, contained in the Articles and under the limitations of applicable federal laws and regulations.

**6.2 Specific Powers.** In addition to the foregoing general this Foundation shall have the following specific powers:

**6.2.1 Own Property.** It may own, lease, manage, operate, maintain, mortgage and pledge real estate and personal property, except restricted endowment funds, for such uses as will meet the stated purposes of this Foundation.

**6.2.2 Accept Gifts.** It may receive and hold any property, real and personal, given, devised, bequeathed, given in trust, or in any other way made over to the Foundation.

**6.2.3 Manage Gifts.** It may invest and disburse all assets so received, and generally to care for, manage, administer, and control all such properties so received.

**6.2.4 Carry Out Donor Instructions.** It shall carry out the wishes and see that the funds and property so received are applied to the uses specified by the donor; or, in the case a gift, devise, or bequest to this Foundation is not designated, then to such uses as will meet the stated purposes of the Foundation as determined by the Board of Trustees.

## ARTICLE SEVENTH

### Restrictions on Powers

**7.1 Non-profit Restriction.** Notwithstanding any other provision of these-Articles, the Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**7.2 No Compensation to Trustees.** No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this Foundation, or substantial contributor to it (except as an allowance for actual expenditures or services actually made or rendered to or for this Foundation). Neither the whole nor any portion of the assets or net earnings current or accumulated of this Foundation shall ever be distributed to or divided among any such persons and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

**7.3 Political Activities Prohibited.** No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements), in any political campaign on behalf of any candidate for public office.

7.4. **Assets Upon Dissolution.** Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation dispose of all of the assets of the Foundation according to the following enumerated priorities: (1) Where specific instructions have been given by a donor for the distribution of a specific gift, devise, or bequest in the event the Foundation is dissolved, such instructions must be followed by the Board of Trustees unless such instructions are contrary to law (2) All other assets of the Foundation should pass exclusively to and for the benefit of Kansas Wesleyan, 100 East Claflin, Salina, Kansas 67401, if it would then qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), (3) In the event Kansas Wesleyan is not so qualified, then all other assets, as determined by the Board of Trustees of Kansas Wesleyan, shall go to such organization as they deem appropriate to be used for United Methodist educational purposes so long as such organization will qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and which satisfies any specific restrictions imposed by the donors, (4) Any assets not disposed of pursuant to the foregoing priorities shall be disposed of by the District Court of the county in which the principal office of the Foundation is then located, exclusively to such organization or organizations, as the court shall determine, most closely satisfy the purpose or purposes for which such assets were originally donated.

7.5 **No Power to Issue Capital Stock.** The Foundation will NOT have authority to issue capital stock, and the conditions of membership shall be fixed by the By-Laws.

## ARTICLE EIGHTH

### **Management of the Foundation**

8.1 **Management.** Management of the Foundation shall be vested in a Board of Trustees consisting of not less than eight (8) persons nor more than eleven (11) persons, which number may be varied from time to time by resolution of the Board of Trustees. The Chairman of the Board of Trustees of Kansas Wesleyan and the President of Kansas Wesleyan shall serve ex-officio with vote. The By-Laws of the Foundation shall provide any additional qualifications and the procedure to be followed in the nomination and election of the Trustees. Management of the Foundation shall be conducted by the Board of Trustees and officers as duly provided in the By-Laws of said Foundation as adopted by the incorporators.

8.2 **Laws of State of Kansas.** The trustees of Board have all rights, powers, duties, and obligations the members of a non-profit corporation pursuant State of Kansas and the By-Laws duly adopted by the term for which this Foundation is to exist is perpetual.

## ARTICLE NINTH

### **Term**

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

## ARTICLE TENTH

### **Incorporators**

The names and addresses of the incorporators are:

Kenneth C. Stephenson  
1930 Queens Road  
Salina, Kansas 67401

Richard H. Zimmerman  
1500 Marymount Road  
Salina, Kansas 67401

**ARTICLE ELEVENTH**

**Original Membership of Foundation**

The members of this Foundation shall be its original incorporators until its Trustees are elected by the incorporators.

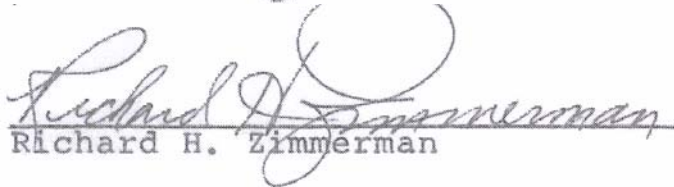
**ARTICLE TWELFTH**

**Amendments**

The Articles of Incorporation may be amended as provided in the By-Laws of the Foundation and according to Kansas law.

**IN WITNESS WHEREOF**, we, the incorporators of this Foundation, have affixed our signatures and executed these Articles of Incorporation this **23rd** day of **October**, 1986.

  
Richard H. Zimmerman

  
Richard H. Zimmerman

**STATE OF KANSAS, COUNTY OF SALINE, ss.**

BE IT REMEMBERED, that on this 23rd day of October, 1986, before me, the undersigned, notary public in and for the county and state aforesaid, came KENNETH C. STEPHENSON and RICHARD H. ZIMMERMAN, who are personally know to me to be the same persons who executed the within instrument of writing and such persons duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, the day and year last above written.



Garland L. Alley  
Notary Public

## RECORD OF ADOPTION AND AMENDMENTS

These Articles of Incorporations were **amended** by the State of Kansas on **February 12, 2010** and **adopted** by the Foundation Board on **April 14, 2010**.

*Mr. Patrick Bolen*, Chair of the KWU Foundation