

A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.

The undersigned Camdenton R-III School District Education Foundation, Inc. (the "Corporation"), a nonprofit corporation under the provisions of the Missouri Nonprofit Corporation Act, for the purpose of amending and restating its articles of incorporation, hereby adopts the following Amended and Restated Articles of Incorporation:

WHEREAS, the Corporation was organized under the laws of the State of Missouri on January 11, 2001 by filing Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, the Corporation amended its Articles of Incorporation on April 24, 2001 by filing an Amendment of Articles of Incorporation with the Missouri Secretary of State; and

WHEREAS, Article XII of the Articles of Incorporation provides that an amendment to the Articles can be made by a vote of sixty-seven (67%) percent of the Directors and must be approved by a majority vote of the Board of Education for the Camdenton R-III School District.

WHEREAS, the Board of Directors of the Corporation, by joint unanimous written consent dated March __, 2013, adopted resolutions setting forth a proposed amendment and restatement of the Articles of Incorporation of the Corporation in the form hereof, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and attaching thereto and submitting the proposed amendment and restatement to the Board of Education and the Directors of the Corporation for consideration thereof.

NOW, THEREFORE, the text of the Articles of Incorporation of the Corporation is hereby amended and restated to read in it entirely as follows:

ARTICLE I

The name of the Corporation is:

CAMDENTON R-III SCHOOL DISTRICT EDUCATION FOUNDATION, INC.

ARTICLE II

This Corporation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

ARTICLE III

This Corporation is organized exclusively for charitable, scientific and educational purposes. The terms charitable, scientific 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. In order to implement this purpose, the corporation's goals and objectives are:

a. To receive and administer funds for the operation and endowment of educational and enrichment programs for the benefit of students of the Camdenton R-III School District, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise either absolutely or jointly with any other person, persons, or corporations, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal of the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this certificate of incorporation, the by-laws of the corporation, or any laws applicable thereto.

b. The fostering of educational opportunities for the students of the Camdenton R-III School District, the solicitation of funds for specific capital improvement projects to benefit the Camdenton R-III School District and the making of direct grants or scholarships to students of the Camdenton R-III School District to enable them to meet the expenses of higher education.

c. To accept gifts or grants from philanthropic or charitable organizations or individuals to fund activities consistent with the purposes stated herein.

d. To possess each and every power, privilege, right and immunity now or hereafter authorized pursuant to the provisions of the Missouri General Not For Profit Corporation Law.

Provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this Corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under 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.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This Corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this Corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this corporation, except that this

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article III.

ARTICLE IV

This Corporation shall have all the powers of a corporation organized under the Missouri Nonprofit Corporation Act; provided, however, that none of the powers of this Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this Corporation.

ARTICLE V

The duration of this Corporation shall be perpetual.

ARTICLE VI

The name and address of the incorporator are:

Name:
Ronald Hendricks

Address:

359 Minnow Brook Road

Camdenton, Missouri 65020

ARTICLE VII

The address of the registered office in the State of Missouri is 172 Dare Blvd., P.O. Box 1409, Camdenton, MO 65020. The name of the registered agent at said address is Charles E. McElyea.

ARTICLE VIII

This Corporation shall not have members as such but, in lieu thereof, shall have only a self-perpetuating board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of this Corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws. The bylaws of this Corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, by resolution adopted by a majority of the full board of directors at a meeting thereof.

The initial board of directors shall consist of nine (9) persons, who shall hold office until the annual meeting of the board of directors in the year set forth opposite their respective names below and until their successors are duly elected and qualified, all as provided in the bylaws. The number of members of the board of directors shall not be less than three (3) and no more than fifteen (15) and shall be fixed by, or in the manner prescribed in, the bylaws, as amended from time to time at any time after the adoption of the initial bylaws. Directors shall be elected or appointed in the manner and for the terms as

provided in the bylaws.

The names and addresses of the persons constituting the board of directors

<u>Name</u>	<u>Address</u>	<u>Year in Which Term Expires</u>
Tim Scott	106 Oaktree Rd., P.O. Box 49, Camdenton, MO	
Joi Dickemann	P.O. Box 847, Camdenton, MO	
John F. Blair	680 West Highway 54, Camdenton, MO	
Alan West	519 Panoramic Dr., P.O. Box 622	
John R. Porth	172 Dare Blvd., Camdenton, MO 65020	
Kelley Rogers	655 Country Club Dr., Camdenton, MO 65020	
Nancy Masterson	3763 Dry Hollow Rd., Camdenton, MO 65020	
Selynn Barbour	6129 Oak Creek Dr., Osage Beach, MO 65020	
Trish Creach	172 Dare Blvd., P.O. Box 1375, Camdenton	
Tim Hadfield	172 Dare Blvd., Camdenton, MO 65020	
James Jackson	172 Dare Blvd., P.O. Box 27, Camdenton, MO	
Ron Hendricks	172 Dare Blvd., Camdenton, MO 65020	
Ronda Miller	343 Box M. Ranch, P.O. Box 796, Camdenton	
Marsha Schoeneman	1208 Brookhaven Ln., Sunrise Beach, MO	
Karen Faiferlick	1263 Darwin Rd., Osage Beach, MO 65065	

ARTICLE IX

This Corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his or her office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of this Corporation, or any person who serves at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent authorized or permitted by the laws (including without limitation the statutes, case law and principles of equity) of the State of Missouri.

This Corporation may give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this Article, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

ARTICLE X

Upon dissolution of this Corporation and after discharging all liabilities and obligations of this Corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this Corporation and after taking any other action required by law, any

remaining assets of this Corporation shall be distributed to the capital projects fund of the Camdenton R-III School District, or if such District is not then in existence, such board of directors shall dispose of all of the assets of the Corporation to any one or more organizations selected by the board of directors which are organizations described in each of Sections 501(c)(3), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

ARTICLE XI

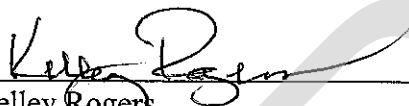
This Corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Missouri, and all rights and powers conferred herein are granted subject to this reservation.

IN AFFIRMATION OF THE FACTS STATED ABOVE, the undersigned has executed these Articles of Incorporation on March 7, 2013.



John R. Porth
President

Attest:



Kelley Rogers
Secretary