

**ARTICLES OF INCORPORATION  
OF  
ST. FRANCIS COMMUNITY HIGH SCHOOL  
ALUMNI ASSOCIATION  
A Kansas Not-for-Profit Corporation**

The undersigned incorporators hereby form and establish a Not-For-Profit corporation under the laws of the State of Kansas.

**ARTICLE ONE**

**NAME** - The name of the corporation is St. Francis Community High School Alumni Association.

**ARTICLE TWO**

**PRINCIPAL OFFICE** - The location of the principal office and place of business shall be maintained at 100 South College, St. Francis, Cheyenne County, Kansas 67756

**ARTICLE THREE**

**PURPOSE** - This corporation is organized Not-For-Profit and the objects and purposes to be transacted and carried on as allowed in the by-laws.

A. To assist in the formation and cultivation of feelings of attachment, unity and fellowship among its members and to encourage loyalty to the schools and community of St. Francis, Kansas.

B. To maintain the traditions of the St. Francis community's elementary and secondary schools and to perpetuate St. Francis' unique history and founding purpose as a site of learning.

C. To promote and support the interests of the elementary and secondary schools of St. Francis, Kansas and to assist in their growth and development, including raising revenues to be used for the general purposes of student activities, welfare and capital improvements.

D. The general purposes of the corporation are to operate solely and exclusively as an alumni association, charitable and educational organization. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this

corporation is formed, as such laws are now in effect or may at any time hereafter be amended; provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(1) The purpose of this corporation is to engage in activities which are in compliance with those allowable under Internal Revenue Code Section 501(c)(3) of 1954, to be conducted by a not-for-profit and tax exempt corporation, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(2) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(3) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this corporation, or a substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation, shall ever be distributed to or divided among any such persons; provided, further, that 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 provision of any future United States Internal Revenue Law).

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

E. Upon the dissolution of the corporation, the board of directors or governing body of the corporation, after paying or providing for payment of all liabilities of the corporation, shall dispose of all the assets of the corporation exclusively:

(1) In accordance with the purposes of the corporation, in the manner determined by the board of directors or governing body, or

(2) To organizations qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and specified by the board of directors or governing body. Any assets of the corporation not so disposed of shall be disposed of by the district court of the county where the principal office of the corporation is then located, exclusively for the purposes or to the organizations provided above, as determined by the court.

**ARTICLE FOUR**

**MEMBERSHIP** - The corporation does not have authority to issue capital stock and the conditions of membership shall be fixed by the by-laws.

**ARTICLE FIVE**

**DIRECTORS** - Management of this corporation shall be by a board of directors which shall have all powers granted under Kansas law. The number of directors may be increased or decreased from time to time by amendment of the by-laws.

**ARTICLE SIX**

**ELECTED OFFICERS** – Officers of the alumni association will be elected from the board of directors at the first regular board meeting following the alumni reunion and annual meeting. Offices, duties and term as designated by the by-laws.

**ARTICLE SEVEN**

**MEETINGS** – Meetings will be held as designated in the by-laws.

**ARTICLE EIGHT**

**FISCAL INSTRUMENTS** – Fiscal Instruments will be addressed as designated in the by-laws.

**ARTICLE NINE**

**INCORPORATORS** - The names and mailing addresses of the incorporators are:

Tom Keller	Kyle Buffington
1560 Rd. 13	1515 Rd 9
St. Francis, KS 67756	St. Francis, KS 67756

**ARTICLE TEN**

**DURATION** - The duration for which this corporation is to exist is perpetual.

**ARTICLE ELEVEN**

**BY-LAWS** - The original by-laws of this corporation shall be adopted by the initial board of directors and thereafter the power to make, alter, amend or repeal the by-laws shall be vested in the board of directors.

**ARTICLE TWELVE**

**INDEMNIFICATION** - Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit, or proceeding in which he may be involved, by reason of his being or having been a director or officer of this corporation, whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, counsel fees and amounts of judgments against, and amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding, be finally adjudged to be liable for misconduct in the performance of his duties as a director or officer; or (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceeding; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

**ARTICLE THIRTEEN**

**EXEMPTION** - The individual or private property of all directors, officers and members of the corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 21<sup>st</sup> day of June, 2014.

_____	_____	_____	_____
Secretary	Date	President	Date

We hereby certify this to be a true and correct copy of the original on file.

Certified on this date: \_\_\_\_\_

STATE OF KANSAS,

COUNTY OF Cheyenne,

BE IT REMEMBERED, That on this \_\_\_ day of \_\_\_\_\_, 2014, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came \_\_\_\_\_, who is known to me to be of lawful age, and who duly acknowledged to be the same person who executed the above and foregoing instrument, on that date last above written.

\_\_\_\_\_  
Notary Public

MY APPOINTMENT EXPIRES: \_\_\_\_\_

STATE OF KANSAS,

COUNTY OF

Cheyenne,

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\_\_\_\_\_  
Notary Public

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