

ARTICLES OF INCORPORATION

OF

ENGINEERS' FOUNDATION OF KANSAS

We, the undersigned incorporators, hereby associate ourselves together to form and establish a corporation NOT for profit under the laws of the State of Kansas.

FIRST: The Name of the Corporation is Engineers' Foundation of Kansas.

SECOND: The Location of its Principal Office of Business in this state is 825 S Kansas, Fifth Floor, Topeka, Kansas, Shawnee County, 66612.

THIRD: The Name and Address of its Resident Agent in this state is the Engineers' Foundation of Kansas, 825 S Kansas Avenue, Fifth Floor, Topeka, Kansas, Shawnee County, 66612.

FOURTH: This Corporation is organized NOT for profit and the objects and purposes to be transacted and carried on are:

To receive and maintain a trust, trusts, fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, or educational purposes either directly or by contributions to organization that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. All such applications of funds shall be in support of qualified professional engineering organizations or to purposes in support of professional engineers charitable, scientific, or educational endeavors.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual inconsistent with other provisions of these Articles or Bylaws (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. 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 the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereinafter be amended, or by organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereinafter be amended.

Upon the dissolution of the corporation or the winding up of its affairs the assets of the corporation shall be distributed exclusively to charitable, religious, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereinafter be amended and shall be distributed to organizations which meet the above requirements in the following order of preference:

- (1) A Kansas corporation or foundation which has as its primary purpose the support of engineering education, either through scientific research or properly accredited engineering schools located in the State of Kansas.
- (2) In the absence of any such qualified organization, to the National Society of Professional Engineers' Foundation.
- (3) In the absence of any qualified organization as listed in (1) and (2) above, to the Engineering Colleges with four (4) year curriculums of the State of Kansas.

FIFTH: The total amount of capital of this corporation is NONE.

Statement of Grant of Authority. The Board of Trustees shall have full power and authority:

- (1) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.
- (2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- (3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
- (4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- (5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

The conditions of membership shall be fixed by the Bylaws.

SIXTH: The Amount of Capital with which this Corporation will commence business is NONE.

SEVENTH: The Names and Places of Residence (P.O. Address) of each of the INCORPORATORS are:

C. Y. Thomas, 5519 East Mission Drive, Shawnee Mission, Kansas
C. N. Hoffman, Jr., National Bank of America, Salina, Kansas
Mr. L. W. Newcomer, 1139 West Central Ave., Eldorado, Kansas
Paul Newcomer, 5700 Drury Lane, Topeka, Kansas

EIGHTH: The Term for which this Corporation is to exist is ONE HUNDRED YEARS (100).

NINTH: The Number of Trustees or Governors shall be not less than seven (7).

IN TESTIMONY WHEREOF, We have hereunto subscribed our names this _____ day of _____,
1969.

C. Y. Thomas

C. N. Hoffman, Jr.

L. W. Newcomer

Paul Newcomer

STATE OF KANSAS)
)
COUNTY OF _____)

Personally appeared before me, a Notary Public, in and for _____ County, Kansas, the above-named C. Y. Thomas, C. N. Hoffman, Jr., L. W. Newcomer, and Paul Newcomer, who are personally known to me to be the same persons who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this _____ day of _____, 1969 A.D.

Notary Public

My commission expires: _____ .