

**Articles of Incorporation of a Nonprofit Corporation**

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

Article One

The name of the corporation is Jefferson County Library Foundation.

Article Two

The corporation is a Public Benefit Corporation.

Article Three

The period of duration of the corporation is perpetual existence.

Article Four

The name and street address of the Registered Agent and Registered Office in Missouri are Pam Klipsch, 5678 State Road PP, High Ridge, Missouri 63049.

Article Five

The name and address of the incorporator are Bianca L. Eden, 455 Maple Street, Hillsboro, Missouri 63050.

Article Six

The corporation shall not have members, but in lieu thereof, shall have no less than five (5) directors as established by the bylaws, who shall serve such terms and who shall be elected as provided in the Bylaws of the Corporation.

Article Seven

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine and which has as its purposes the same or similar purposes as the corporation. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine that are organized and operated exclusively for such purposes.

Article Eight



The corporation is formed generally to promote charitable and educational purposes. The charitable and educational purposes for which this corporation is formed shall include the contribution of funds to the Jefferson County Library District for the support of:

- (a) Efforts to support and cooperate with the Jefferson County Library District in developing library services and facilities for the community.
- (b) Efforts to support the collections, technology, programs and services of the Jefferson County Library District for the benefit of the patrons thereof including but not limited to the establishment of endowments for the herein stated purposes;
- (c) Activities to facilitate programs and services for the Jefferson County Library District, including educational projects and programs for which funds are unavailable in the regular library budget;
- (d) Activities to solicit, collect and otherwise raise funds for the support of the Jefferson County Library District; and to contribute, disburse, and distribute the same or the income thereof for such purposes either directly to or indirectly for the Jefferson County Library District and
- (e) Scholarships, grants and awards to the Jefferson County Library District to recognize and promote professional development and district initiatives.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause herein. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by and organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

#### Article Nine

The corporation shall have all the powers granted to not-for-profit corporations under the laws of the State of Missouri (as the same now exists or may from time to time be amended), insofar as said powers are consistent with or limited by the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), including the powers necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, and to do every other act of thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Missouri, and in general, to carry on any of the activities and to do any of the things herein set

forth to the same extent and as fully as a natural person or partnership might or could do; provided, however, that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Missouri, nor to engage in any activity not approved by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor section.

Article Ten

The Board of Directors shall adopt Bylaws, rules and regulations for the government of the corporation and shall have the power to make, alter, amend or repeal the Bylaws as set forth in the Bylaws of the Corporation.


Article Eleven

The Board of Directors of the Corporation shall have the power to amend, alter or repeal any provision in these Articles of Incorporation in the manner specified in the Bylaws of the Corporation. However, all such bylaw provisions shall be consistent with the provisions of the Missouri Non-Profit Corporation Act and the applicable provisions of Section 501(c)(3) of the United States Internal Revenue Code.

Article Twelve

The effective date of this document is the date it is filed by the Secretary of State of Missouri.

In Witness Whereof, the undersigned executes these Articles of Incorporation this 7th day of September, 2010.

  
\_\_\_\_\_  
Incorporator

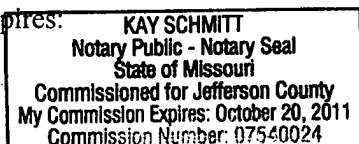
STATE OF MISSOURI        )  
                                  )        SS  
COUNTY OF JEFFERSON    )

I, the undersigned notary public, do hereby certify that on the 7th day of September, 2010, personally appeared **Bianca L. Eden**, being first duly sworn, and acknowledged that she signed the above Articles of Incorporation as her free act and deed and declared that the statements therein contained are true to her best knowledge, information and belief.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in Jefferson County, Missouri, the day and year first above written.

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

My commission expires:



# State of Missouri



Robin Carnahan  
Secretary of State

## CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

*Jefferson County Library Foundation*  
*N01084150*

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
9th day of September, 2010.

*Robin Carnahan*

Secretary of State

