



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

ARTICLES OF INCORPORATION

OF A

GENERAL NOT FOR PROFIT CORPORATION

(To be submitted in duplicate by an attorney or an incorporator)

FILED AND CERTIFICATE OF INCORPORATION ISSUED

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MISSOURI 65102

FEB 01 1983

James Kirkpatrick (Signature)

We, the undersigned,

(Not less than three)

Table with 7 columns: Type or Print Name, Number, Street, City, State, Zip. Lists names and addresses of seven incorporators.

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: Historic City of Jefferson, Inc.
2. The period of duration of the corporation is: Perpetual
3. The address of its initial Registered Office in the State of Missouri is: 300 B East High Street, P.O. Box 746
4. The first Board of Directors shall be Seven in number, their names and addresses being as follows:

Table with 7 columns: Type or Print Name, Number, Street, City, State, Zip. Lists names and addresses of seven incorporators (repeated).

5. The purpose or purposes for which the corporation is organized are:

(a) The Corporation is organized to operate exclusively for charitable and educational purposes pursuant to Section 501 (C)(3) of the Internal Revenue Code of 1954 and more specifically: to hold meetings and schedule other activities for the education and information of members and the public; to identify and record significant cultural resources representative of the City of Jefferson's historical, architectural and archaeological heritage; to provide technical assistance to encourage the identification, recognition, protection and preservation of the City's significant cultural resources; to protect and preserve the City's significant cultural resources through procurement, lease, purchase or donation of fee simple interest or any lesser interest and through stabilization, rehabilitation, or restoration; to establish, operate and maintain historic properties or exhibits and land leased to or owned by the Corporation; to accept donations of real property, money or other property for the above purposes, and to invest and reinvest the same; to establish a revolving fund for the specific purpose of leasing or conveying, in

(NOTE : Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

*Mary Ann Caplinger*  
*Carolyn McDowell*

*Jill Johnson*  
*Eldon Hattervig*  
*Elizabeth Rozier*  
*Gary Kremer*

} Incorporators

VERIFICATION

STATE OF MISSOURI }  
 County of COLE } ss.

I, Marilyn R. Schmutzler, a Notary Public, do hereby certify that on the 21st day of January, 1983, Mary Ann Caplinger, Christopher Graham, Eldon Hattervig, Jill Johnson, Gary Kremer, Carolyn McDowell and Elizabeth Rozier

personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

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

NOTARIAL SEAL

*Marilyn R. Schmutzler*  
 Notary Public

My commission expires: Sept. 26, 1984

FILED AND CERTIFICATE OF  
 INCORPORATION ISSUED

FEB 01 1983

*James C. [Signature]*

ARTICLES OF INCORPORATION OF A GENERAL NOT FOR PROFIT CORPORATION, HISTORIC CITY OF JEFFERSON, INC. (Continued from Page 1):

fee simple or any lesser interest, culturally significant properties, including adjacent and associated lands, to any person, firm, association, corporation or other organization under such covenants, deed restrictions, leases or other contractual arrangements as will limit the future use of the properties in such a way as to insure their preservation.

(b) The Corporation shall have, without limitation by the specification thereof, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes of the Corporation mentioned above: to undertake, either alone or in conjunction or cooperation with others, any lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, or desirable for the furtherance of any or all the purposes for which the Corporation is organized and to aid or assist other organizations, the activities of which are such as to further any of such purposes. In addition, this corporation shall have those powers and authorities set forth in Section 355.090 RsMo. 1978, and amendments thereto, consistent with the provisions of Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(c) The Corporation shall have one class of voting members. Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation by filing an application in such form as the Board of Directors shall prescribe and paying such dues as the Board of Directors shall establish. Other conditions and regulations of membership, and the rights and privileges of members shall be determined and fixed by the by-laws.

(d) The management and control of the Corporation shall be vested in a Board of Directors members of which shall be elected in the manner provided in the bylaws.

(e) No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation 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 subparagraph (a) of Article 5 hereof. 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 publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation 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, as amended (or the corresponding provision 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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(f) If the Corporation shall be or become a private foundation as such term is defined by Section 509, then the Corporation shall be required to distribute its income for each taxable year at such time in such manner as not to subject it to tax under Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941 (d)), from retaining any excess business holdings (as defined in Section 2943 (c)), from making any investments in such manner as to subject the Corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945 (d)). The statutory references in this sub-paragraph (f) are to the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

(g) In the event of the dissolution of the Corporation, all its assets remaining, after the payment of all debts and obligations of the Corporation, shall be distributed, in accordance with the provisions of Section 355.010 to 355.520 of the Revised Statutes of Missouri, 1978, to such one or more organizations which have purposes and objects similar to those of this Corporation and are exempt from United States income taxes under the provisions of Section 501 (C) (3) of the Internal Revenue Code of 1954, as the Board of Directors may select, and if more than one, in such shares and proportions as the Board of Directors may determine.

N00028838

No. ....



# STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

## Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of \_\_\_\_\_  
HISTORIC CITY OF JEFFERSON, INC.

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

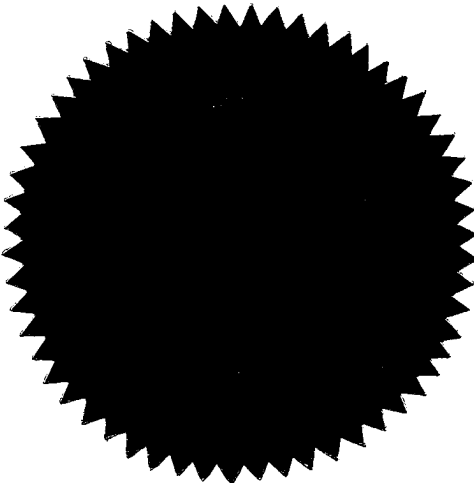
NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare \_\_\_\_\_  
HISTORIC CITY OF JEFFERSON, INC.

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is \_\_\_\_\_  
300 B East High St., P.O.Box 746, Jefferson City 65102

and that its period of existence is Perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 1st day of February, 1983.

*James Kirkpatrick*  
Secretary of State



RECEIVED OF: HISTORIC CITY OF JEFFERSON, INC.

Ten dollars and no/100-----Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. ....  
N00028838

*James Kirkpatrick*  
Secretary of State

