

ARTICLES OF INCORPORATION

OF

OLATHE COMMUNITY ORCHESTRA ASSOCIATION

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas.

ARTICLE FIRST

The name of this corporation is OLATHE COMMUNITY ORCHESTRA ASSOCIATION.

ARTICLE SECOND

The location of its registered office in this state is 336 Persimmon Drive, Olathe, Johnson County, Kansas, 66061. The resident agent at this address is Verna Rowland.

ARTICLE THIRD

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

ARTICLE THIRD

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

1. To provide for the cultural enrichment of the Olathe, Kansas area by providing a medium for performing musicians, by sponsoring orchestral and other musical performances and by sponsoring scholarship support for music education.
2. The general purposes of the corporation are to operate solely and exclusively as a charitable, scientific, literary and educational organization.
3. 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. Specifically, this corporation shall have power to such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

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:

- (a) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- (b) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- (c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or 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, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

4. Upon the dissolution of this corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes.

#### ARTICLE FOURTH

The corporation will NOT have authority to issue capital stock, and the conditions of membership shall be fixed by the bylaws.

#### ARTICLE FIFTH

The Board of Directors shall have all powers granted by Kansas laws and statutes.

#### ARTICLE SIXTH

The term for which this corporation is to exist is perpetual.

#### ARTICLE SEVENTH

No member of this corporation shall benefit financially from the dissolution thereof. In the event of the dissolution of this corporation, the assets of this corporation shall be distributed as set forth in ARTICLE THIRD hereof.

#### ARTICLE EIGHTH

The name and residence of the incorporator is:

L. Franklin Taylor 502 E. Cedar  
Olathe, Kansas 66061

#### ARTICLE NINTH

The number of directors may be increased or decreased from time to time by amendment of the bylaws.

#### ARTICLE TENTH

The name and residence of each person who is to serve as a director until his or her successor is elected and qualified is as follows:

Verna Rowland 336 Persimmon Drive Olathe, Kansas 66061

Carole Smith 25285 W. 132 Olathe, KS 66061

Gall Moran 1624 Sleepyhollow Circle Olathe, KS 66062

Ruth Nielson 2113 Sheridan Bridge Lane Olathe, KS 66062

Connie Anderson 1620 East 151st Terrace Olathe, KS 66062

Jan Jensen 15681 shannan Lane Olathe, KS 66062

Patty Wolff 1642 Sheridan Bridge Lane Olathe, KS 66061

Carol Bartee 814 Northview Olathe, KS 66061

Mike Lindeman 610 S. Sunset Olathe, KS 66061

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 1~5~- day  
of April, 1986.

L. Franklin Taylor

STATE OF KANSAS


SS:

COUNTY OF JOHNSON

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, who is personally known to me to be the same person 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 21st day of April, 1986.

My Appointment Expires: 9/6/88

  
Notary Public