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ST. MARYS OFFICE
602 W. BERTRAND
ST. MARYS, KANSAS 66536
(785) 437-2392

March 9, 1999

Ms. Jodi Kaus
The Trust Company of Manhattan
330 Poyntz Avenue
P. O. Box 66
Manhattan, KS 66505-0066

RE: Manhattan Community Foundation

Dear Jodi:

Enclosed is the certified copy of the Articles of Incorporation of the Manhattan Community Foundation and the letter from the Secretary of State. These must be kept for the permanent records. By copy of this letter, I am forwarding a copy of the Articles of Incorporation and letter to Jim Gordon, along with the original of a form that must be filed with the Secretary of State depicting our tax period. I would ask that he file that and provide a copy to you and this office for our records.

If you have questions, please advise.

Sincerely,

MORRISON, FROST & OLSEN



BY: JAMES W. MORRISON

JWM/skh

Enc.

cc: Mr. Jim Gordon

RECEIVED NOV 17 2000

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MANHATTAN COMMUNITY FOUNDATION**

We, James L. Gordon, President, and Dirk Daveline, Secretary, of the above-named corporation, a NOT FOR PROFIT corporation organized and existing under the laws of the State of Kansas, do hereby certify that at a meeting of the Board of Directors of said corporation, the Board adopted a resolution setting forth the following amendment to the Articles of Incorporation and declaring its advisability:

BE IT RESOLVED that Article V of the Articles of Incorporation of the corporation filed by the Kansas Secretary of State on March 8, 1999, shall be amended to read as follows:

ARTICLE V

The Board of Directors shall have all powers granted by Kansas law and statutes, the selection of whom shall be established by the bylaws. The Board of Directors shall specifically have all powers set forth hereinafter:

- 1) The Board of Directors shall have the power
 - a) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organization, if in their sole judgment (without the approval of any trustee, custodian, or agent) such restriction or condition becomes in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the Manhattan area;
 - b) To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Kansas; and
 - c) To replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this community foundation's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).
- 2) In determining whether there is a reasonable return of net income with respect to the exercise of the power described in subparagraph (c) of Paragraph (1) of this Article,

**MORRISON,
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602 W. Bertrand
St. Marys, KS 66536
(785) 437-2392

RON THORNBURGH
Secretary of State



First Floor, Memorial Hall
120 SW 10th Ave.
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

November 14, 2000

JAMES W MORRISON
MORRISON FROST OLSEN

RE: MANHATTAN COMMUNITY FOUNDATION

ID #: 270-932-7

To The Corporation

A certified copy of the amendment that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your corporation's identification number is at the top of this letter.

cjr

Ron Thornburgh
Secretary of State



2nd Floor, State Capitol
300 S.W. 10th Ave.
Topeka, KS 66612-1594
(785) 296-4564

March 08, 1999

STATE OF KANSAS

MANHATTAN COMMUNITY FOUNDATION

RE: MANHATTAN COMMUNITY FOUNDATION

ID. # 2709327 (USE IN ALL CORRESPONDENCE WITH OUR OFFICE)

Enclosed is a certified copy of your non-profit articles of incorporation. Your corporation's identification number is at the top of this page. The identification number should be used in all correspondence with this office.

Every corporation must file an annual report with our office showing the corporation's financial condition on the last day of tax period. However, a report is not required if a corporation has not been incorporated for six months prior to its first tax year end. If your corporation operates on a tax period other than the calendar year, you must notify our office in writing prior to December 31.

If an annual report is required, it must be filed when your corporation files its Kansas income tax return. If your corporation applies to the Internal Revenue Service for an extension of its deadline for filing an income tax return an extension for the annual report will be granted by our office provided that a copy of the IRS extension form is filed with our office. The extension must be received in our office with 90 days after the due date of the annual report.

kdo

Administration (785) 296-4564
FAX (785) 291-3051
Corporations (785) 296-4564
FAX (785) 296-4570

Web Site:
<http://www.ink.org/public/sos>
e-mail:
kssos@ssmail.wpo.state.ks.us

Elections (785) 296-4561
FAX (785) 291-3051
UCC (785) 296-4564
FAX (785) 296-3659

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FILED
SECRETARY OF STATE
KANSAS

**ARTICLES OF INCORPORATION
OF
MANHATTAN COMMUNITY FOUNDATION**

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

ARTICLE I

The name of the corporation is the Manhattan Community Foundation.

ARTICLE II

The location of its registered office in this state is 330 Poyntz Avenue in the City of Manhattan, County of Riley, State of Kansas. The mailing address is P. O. Box 66, Manhattan, KS 66505-0066. The resident agent at said registered office is Mark Knackendoffel.

ARTICLE III

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

1. To solicit and receive property and funds through contributions, gifts, grants, devises and bequests, and to hold, administer and disburse funds and property for charitable support, promotion, and enhancement of the greater Manhattan community, including but not limited to, the whole of Riley County and Pottawatomie County, Kansas. The purpose also shall be to improve the quality of life, cultural and educational development, and the health and well being of persons resident in the community, and to engage in any lawful act or activity for which corporations may be organized NOT FOR PROFIT under Kansas law. The funds shall be used exclusively for charitable, scientific and educational purposes, as authorized by the Internal Revenue Code.

2. 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.

**MORRISON,
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St. Marys, KS 66536
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ARTICLE V

The Board of Directors shall have all powers granted by Kansas law and statutes, the selection of whom shall be established by the bylaws.

ARTICLE VI

No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction for which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provisions becomes effective.

ARTICLE VII

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

ARTICLE VIII

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

ARTICLE IX

The names and residences of the incorporators are:

Name:	James L. Gordon
Residence Address:	R. R. 1, Westmoreland, KS 66549

Name: Dirk Daveline
Residence Address: 3064 Tamarak Dr., Manhattan, KS 66503

Name: Mark Knackendoffel
Residence Address: 726 Sunset Ave., Manhattan, KS 66502

Name: James W. Morrison
Residence Address: 2034 Hillview, Manhattan, KS 66502

Name: Mary Jane Brown
Residence Address: 2700 Washington Blvd., Manhattan, KS 66502

ARTICLE X

The number of directors shall be established and may be increased or decreased from time to time by the bylaws or amendments thereto.

ARTICLE XI

The names and residences of the persons who are to serve as directors until their successors are elected and qualified are as follows:

Name: James L. Gordon
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ARTICLE XII

The power to adopt, amend and repeal the bylaws of this corporation shall reside in the Board of Directors of this corporation.

ARTICLE XIII

The corporation shall maintain general liability insurance in such amount as shall be determined by the directors, so as to enable volunteers of the corporation to come within the provisions of K.S.A. 60-3601, et seq.

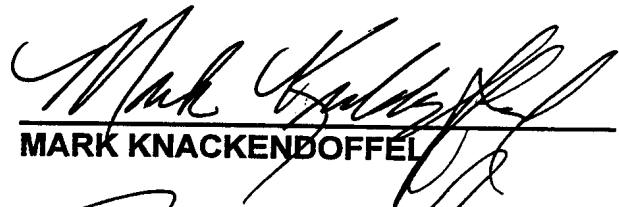
IN TESTIMONY WHEREOF, we have hereunto set our names this 22nd day of February, 1999.



JAMES L. GORDON



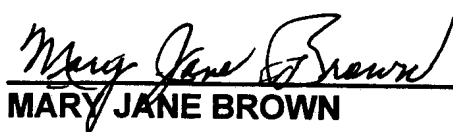
DIRK DAVELINE



MARK KNACKENDOFFEL



JAMES W. MORRISON



MARY JANE BROWN

STATE OF KANSAS, COUNTY OF RILEY, SS:

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, who are personally known to me to be the same persons who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of February, 1999.



Sharon K Hughes

NOTARY PUBLIC

My appointment expires: 1-11-2000

Ron Thornburgh
Secretary of State



2nd Floor, State Capitol
300 S.W. 10th Ave.
Topeka, KS 66612-1594
(785) 296-4564

March 08, 1999

STATE OF KANSAS

MANHATTAN COMMUNITY FOUNDATION

RE: MANHATTAN COMMUNITY FOUNDATION

ID. # 2709327 (USE IN ALL CORRESPONDENCE WITH OUR OFFICE)

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If an annual report is required, it must be filed when your corporation files its Kansas income tax return. If your corporation applies to the Internal Revenue Service for an extension of its deadline for filing an income tax return an extension for the annual report will be granted by our office provided that a copy of the IRS extension form is filed with our office. The extension must be received in our office with 90 days after the due date of the annual report.

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KANSAS

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2. 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.

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Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as such 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 of 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 (or the corresponding provision of any future United States Internal Revenue Law), hereinafter referred to as §501(c)(3); **(b)** This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit; and **(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).

3. Upon the dissolution of this corporation, the governing body 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, or to such organization or organizations organized and 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) and whose primary objective is service to the greater community of Manhattan, Kansas, as defined above, as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Riley County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

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

ARTICLE V

The Board of Directors shall have all powers granted by Kansas law and statutes, the selection of whom shall be established by the bylaws.

ARTICLE VI

No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction for which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provisions becomes effective.

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IN TESTIMONY WHEREOF, we have hereunto set our names this 22nd day of February, 1999.



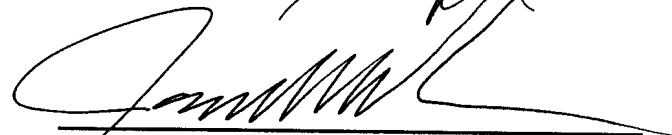
JAMES L. GORDON



DIRK DAVELINE



MARK KNACKENDOFFEL



JAMES W. MORRISON



MARY JANE BROWN

STATE OF KANSAS, COUNTY OF RILEY, SS:

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, who are personally known to me to be the same persons who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of February, 1999.



Sharon K Hughes
NOTARY PUBLIC

My appointment expires: 1-11-2000