

**KANSAS CITY GIRLS PREPARATORY ACADEMY  
CERTIFICATE OF SECRETARY**

December \_\_\_\_, 2019

The undersigned, Julie Tomasic, being the Secretary of **KANSAS CITY GIRLS PREPARATORY ACADEMY**, a Missouri non-profit corporation (the "*Company*"), hereby certifies as to the following matters as of the date below:

1. Attached hereto as *Exhibit A* is a true, correct and complete copy of the Articles of Incorporation of the Company, and all amendments thereto, as in effect on the date hereof. No proceedings or actions for the amendment of the Articles of Incorporation of the Company are proposed or pending.

2. Attached hereto as *Exhibit B* is a true, correct and complete copy of the Bylaws of the Company and all amendments thereto, as in effect on the date hereof. No proceedings or actions for the amendment of the Bylaws of the Company are proposed or pending.

3. Attached hereto as *Exhibit C* is a certificate of good standing for the Company issued by the Secretary of State of the State of Missouri.

4. Attached hereto as *Exhibit D* is a true, correct and complete copy of the resolutions of the Board of Directors of the Company which were duly approved and adopted by action by unanimous written consent December \_\_\_\_, 2019, and such resolutions have not been amended, modified or revoked since their adoption.

5. Attached hereto as *Exhibit E* is a list of the duly elected, qualified and acting authorized officers of the Company, holding the positions beside their names with the signatures set forth opposite their names being their true and genuine signatures, and each such officer is authorized to sign each Transaction Document (as such term is defined in the resolutions attached hereto as Exhibit D) to which the Company is or will be a party and the other documents to be executed and delivered by the Company in connection therewith.

*[Signature page follows]*

**IN WITNESS WHEREOF**, this Certificate is made as of the date first set forth above.

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Julie Tomasic, Secretary

I, Christine Kemper, hereby certify that I am the duly appointed, qualified and acting Chair of the Company, and do hereby further certify that Julie Tomasic, is the duly appointed, qualified and acting Secretary of the Company, and that the foregoing signature is her genuine signature.

**IN WITNESS WHEREOF**, I have hereunto signed my name as of the date first written above.

---

Christine Kemper, Chair

[Signature page follows]

IN WITNESS WHEREOF, this Certificate is made as of the date first set forth above.



Julie Tomasic, Secretary

I, Christine Kemper, hereby certify that I am the duly appointed, qualified and acting Chair of the Company, and do hereby further certify that Julie Tomasic, is the duly appointed, qualified and acting Secretary of the Company, and that the foregoing signature is her genuine signature.

IN WITNESS WHEREOF, I have hereunto signed my name as of the date first written above.



Christine Kemper, Chair

**EXHIBIT A**

*Articles of Incorporation*

(See Attached)

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

**CORPORATION DIVISION**  
**CERTIFICATE OF CORPORATE RECORDS**

*Kansas City Girls Preparatory Academy*  
*N000703528*

I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

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 5th day of December, 2019.

  
Secretary of State



Certification Number: CERT-12052019-0046



**State of Missouri**  
**John R. Ashcroft, Secretary of State**  
 Corporations Division  
 PO Box 778 / 600 W. Main St., Rm. 322  
 Jefferson City, MO 65102

**N000703528**  
**Date Filed: 6/7/2017**  
**John R. Ashcroft**  
**Missouri Secretary of State**

**Articles of Amendment  
 for a Nonprofit Corporation**

*(Submit with filing fee of \$10.00)*

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- The name of corporation is Young Women's Leadership Academy KC Charter #: N000703528
- The amendment was adopted on: 5/23/2017 and changed article(s) 1 To state as follows:  
*Month/day/year*  
The name of the corporation is Kansas City Girls Preparatory Academy.  
New Name (if applicable) Kansas City Girls Preparatory Academy
- If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):
- If approval by members was required, check here and provide the following information: 
  - Number of memberships outstanding \_\_\_\_\_
  - Complete either C or D:
  - Number of votes for and against amendment(s) by class was:  

	Number entitled to		
Class:	vote:	Number voting for:	Number voting against:
  - Number of undisputed votes cast for amendment(s) was sufficient for approval, and was:  

	Number Voting		
Class:	undisputed:		

The number of votes cast in favor of the amendments(s) by each class was sufficient for approval by that class.
- If the corporation is a public benefit corporation, notice has been given to the attorney general as required by subsection 1 of section 355.676. Check here:
- If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained:
- The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: \_\_\_\_\_  
*(Date may not be more than 90 days after the filing date in this office)*

In Affirmations thereof, the facts state above are true and correct.  
 (The undersigned understands that false statement made in this filing are subject to the penalties provided under Section 575.040, RSMo)

<u>Christine Kemper</u>	<u>CHRISTINE KEMPER</u>	<u>PRESIDENT</u>	<u>06/07/2017</u>
<i>Authorized Signature of officer or chairman of the board</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date of Signature</i>

Name and address to return filed document:

Name: Harlon D. Keel

Address: Email: hkeel@lathropage.com

City, State, and Zip Code: \_\_\_\_\_

Corp. 53A (12/2010)

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

## CERTIFICATE OF AMENDMENT

WHEREAS,

*Kansas City Girls Preparatory Academy*  
*N000703528*

Formerly,

*Young Women's Leadership Academy KC*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

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 7th day of June, 2017.

  
Secretary of State





**State of Missouri**

Jason Kander, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

**N000703528**  
**Date Filed: 12/15/2016**  
**Jason Kander**  
**Missouri Secretary of State**

**Statement of Correction for a  
General Business or Nonprofit Corporation**

*(Submit with filing fee of \$10.00)*

- The name of the corporation is Young Women's Leadership Academy KC Charter #: N000703528
- The state/country under whose laws it was organized is: Missouri
- Type of document being corrected (or filed copy attached): Articles of Incorporation
- The error is corrected as follows: Item 6 is hereby deleted in its entirety and replaced with: The corporation will not have members.
- The reason for such correction is: Item 6 inadvertently listed "yes" for members. The corporation will not have members.
- Date the original document was filed with the Missouri Secretary of State: November 22, 2016

In Affirmation thereof, the facts stated above are true and correct:  
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

[Signature] Christine Kemper 12-14-16  
Authorized Signature Printed Name Title Date

Name and address to return filed document:  
Name: Harion D. Keel, Paralegal, Lathrop & Gage LLP  
Address: 7701 Forsyth Blvd., Suite 500  
City, State, and Zip Code: St. Louis, Missouri 63105

ORI-12152016-0665 State of Missouri  
No of Pages 1 Page



Statement of Correction (Corp 60/LLC 7)  
Corp. 60 (11/2008)





State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

N000703528
Date Filed: 12/15/2016
Jay AshCroft
Missouri Secretary of State

Articles of Amendment
for a Nonprofit Corporation

(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is: Young Women's Leadership Academy KC N000703528
Name Charter Number

2. The amendment was adopted on December 13, 2016 and changed article(s) 7 and 8 to state as follows:
month/day/year

See attached Exhibit A

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): [X]

4. If approval by members was required, check here and provide the following information: [ ]

- A. Number of memberships outstanding:
B. Complete either C or D:
C. Number of votes for and against the amendments(s) by class was:

Table with 4 columns: Class, Number entitled to vote, Number voting for, Number voting against

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Table with 2 columns: Class, Number Voting undisputed:

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: [ ]

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Authorized signature of officer or chairman of the board Christine Kemper Chairman/President 12-14-16
Printed Name Title Date

Name and address to return filed document:
Name: Harlon D. Keel, Paralegal, Lathrop & Gage LLP
Address: 7701 Forsyth Blvd., Suite 500
City, State, and Zip Code: St. Louis, Missouri 63105

ORI-12152016-0667 State of Missouri
No of Pages 2 Pages



Amend/Restate - Non-Profit

Corp. 53A (12/2010)

EXHIBIT A

**AMENDMENT TO THE ARTICLES OF INCORPORATION  
YOUNG WOMEN'S LEADERSHIP ACADEMY KC  
(a Missouri Nonprofit corporation)**

1. Article 7 is hereby deleted in its entirety and replaced with:

Upon the dissolution of the corporation, the assets of the corporation which remain after payment of its obligations has been made or provided for, and after return, transfer, or conveyance of assets held upon condition requiring such return, transfer, or conveyance, shall be transferred to one or more not-for-profit organizations whose purposes are substantially similar to those for which the corporation is organized and which at the time of such distribution are described in section 501(c)(3) of the Code and exempt from tax under section 501(a) of the Internal Revenue Code.

2. Article 8 is hereby deleted in its entirety and replaced with:

The corporation is formed for the following purposes:

(a) The corporation is formed exclusively for the purposes for which a not for profit corporation may be formed under the laws of the State of Missouri for charitable, educational or scientific purposes within the provisions of Section 355.025 of the Missouri Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent state, corporate or federal tax laws; and

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 hereof. No substantial part of the activities of the corporation shall be in 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities that are not permitted to be carried on by an organization described in section 501(c)(3) of the Internal Revenue Code and exempt from tax under section 501(a) of the Internal Revenue Code, which are not permitted to be carried on by an organization contributions to which are deductible under section 170 of the Internal Revenue Code, or which are not within the purposes set forth in section 355.025 of the Missouri Nonprofit Corporation Act (or corresponding provisions of any subsequent state corporation law).

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# STATE OF MISSOURI



**Jason Kander**  
**Secretary of State**

## CERTIFICATE OF AMENDMENT

WHEREAS,

*Young Women's Leadership Academy KC*  
*N000703528*

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

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 15th day of December, 2016.

  
Secretary of State





**State of Missouri**  
**Jason Kander, Secretary of State**  
 Corporations Division  
 PO Box 778 / 600 W. Main St., Rm. 322  
 Jefferson City, MO 65102

**N000703528**  
**Date Filed: 11/22/2016**  
**Jason Kander**  
**Missouri Secretary of State**

**Articles of Incorporation of a Nonprofit Corporation**

*(Submit with a filing fee of \$25.00)*

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:

1. The name of the corporation is: Young Women's Leadership Academy KC
2. This corporation is a Public Public or Mutual Benefit Corporation.
3. The period of duration of the corporation is Perpetual  
"Perpetual" unless stated otherwise
4. The name and street address of the Registered Agent and Registered Office in Missouri is:  
Christine C. Kemper 14905 Little Blue Road Kansas City MO 64136  
Name Address City/State/Zip
5. The name(s) and address(es) of each incorporator:  
kemper, christine 14905 Little Blue Road kansas city MO 64136
6. Will the corporation have members?  YES  NO
7. The assets of the corporation will be distributed on dissolution as follows  
Distributed to not-for-profit education
8. The corporation is formed for the following purpose(s):  
Education
9. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated:  
(Date may not be more than 90 days after the filing date in this office)

*(Please see next page)*

Name and address to return filed document:	
Name:	<u>christine kemper</u>
Address:	<u>Email: christine@kemperandcompany.com</u>
City, State, and Zip Code:	_____

Corp. 52 (01/2012)

Articles of Incorporation of a Nongreofit Corporation

In Affirmation thereof, the facts stated above are true and correct:

*(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)*

Must be signed by all Incorporator(s):

Christine Kemper

CHRISTINE KEMPER

11/22/2016

*Signature*

*Printed Name*

*Date of Signature*

# STATE OF MISSOURI



**Jason Kander**  
**Secretary of State**

## CERTIFICATE OF INCORPORATION

WHEREAS, Articles of Incorporation of

*Young Women's Leadership Academy KC*  
*N000703528*

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, JASON KANDER, Secretary of State 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 22nd day of November, 2016.

  
Secretary of State



**EXHIBIT B**

*Bylaws*

(See Attached)

**BY-LAWS OF KANSAS CITY GIRLS PREPARATORY ACADEMY  
SUPPORTING FOUNDATION, DBA The KCGPA Foundation  
(A Missouri Not for Profit Corporation)**

**ARTICLE ONE – NAME**

1.1 The name of the corporation is: KANSAS CITY GIRLS PREPARATORY ACADEMY SUPPORTING FOUNDATION ("Foundation").

**ARTICLE TWO – PURPOSES**

2.1 The purposes for which the Foundation is organized are as follows:

(a) The Foundation is organized and shall be operated exclusively for not-for-profit purposes, and to engage in any lawful act or activity for which corporations may be organized under the General Not-for-Profit Corporation laws of Missouri. The specific purpose for which the Foundation is organized is to provide support for one or more qualified organizations as described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended ("Code"), which are identified as "Publicly Supported Organizations" in the Articles of Incorporation. The Publicly Supported Organizations shall be publicly supported, as further described in the Articles of Incorporation, with the initial Publicly Supported Organization supported by the Foundation being the Kansas City Girls Preparatory Academy ("KCGPA"). As further stated in the Articles of Incorporation, in the event KCPGA ceases to be a qualified organization, or if, for any other reason, KCGPA is removed or resigns as a Publicly Supported Organization being supported by the Foundation, the Board of Directors of the Foundation shall select one or more qualified organizations as the Publicly Supported Organization(s) which will be supported by and operated in conjunction with this Foundation.

(b) The Foundation is irrevocably dedicated to, and operated exclusively for not-for-profit purposes. No part of the income or assets of the Foundation shall be distributed to, nor inure to the benefit of, any of its members, officers, directors, or other private persons, except that the Foundation 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 herein; provided, however, no compensation or payments (other than reimbursement for expenses) shall be paid to a director or any business enterprise with which he or she is associated. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any



candidate for public office. Notwithstanding any other provision of these By-laws, the Foundation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

### **ARTICLE THREE – OFFICES**

3.1 Principal Office. The principal office of the Foundation in the State of Missouri shall be located in the County of Jackson. The Foundation may have such other offices within the State of Missouri, or at such other places as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

3.2 Registered Office. The location of the registered office of the Foundation is 4550 Main Street, #227, Kansas City, Missouri. The initial resident agent at this address is Christine Kemper. The address of the registered office may be changed from time to time by the Board of Directors.

### **ARTICLE FOUR -- DIRECTORS**

4.1 General Powers. The affairs and property of the School shall be managed and administered by or under the direction of the Board. All corporate powers, except such as are otherwise provided for in the Articles of Incorporation, these Bylaws, or the laws of the State of Missouri, shall be and hereby are vested in and shall be exercised by the Board.

#### 4.2 Number, Election, Term of Office, Removal, and Resignation

(a) Number and Election: The Board shall consist of at least three but no more than eleven directors, such number to be determined by the Board. The number of directors may be increased or decreased by the Board within the range herein provided.

(b) Term: Each member of the first Board of Directors shall hold office until the first annual meeting of the Board of Directors. Commencing with the first annual meeting of the Board of Directors, and at each annual meeting thereafter, each person who is elected as a member of the Board of Directors shall serve a two (2) year term, with no director being allowed to serve more than three (3) consecutive terms, after which they must take a minimum of two (2) years off before being

reconsidered for nomination as a director; provided, a director elected to fill a vacancy or a newly-created position on the Board of Directors shall be elected for the unexpired term, if any, of his or her predecessor in office or for a term that ends on the date of the next annual meeting of the Board of Directors, respectively. An exception to this limit may be exercised by one of the founding board members to remain for four (4) consecutive terms. Each director shall hold office for the term set forth in this section and thereafter until his or her successor shall have been elected and qualified, unless such director earlier resigns or there is a decrease in the number of directors. Terms shall be staggered so that not all terms are renewed at the same time.

(c) Any director may resign at any time by giving written notice of such resignation to the Chair, Vice Chair, or Secretary of the Board. Unless required by the terms thereof, the acceptance of any such resignation shall not be necessary to make the same effective.

(d) At no time shall the Board of Directors of the Foundation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Foundation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code and other than one or more organizations described in Section 509(a)(1) or Section 509(a)(2) of the Code.

4.3 Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held during the first three (3) months of the KCPGA's fiscal year as designated by the Chair, which meeting shall be held for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board may provide the time and place, either within or without the State of Missouri, for the holding of regular meetings, other than the annual meeting. It is anticipated that the Inaugural Board will meet quarterly.

4.4 Special Meetings. A special meeting of the Board may be called at any time by the Chair, a majority of the directors then in office, or by any other individual so authorized by the Board. Except as otherwise provided in these Bylaws, any business may be transacted at any duly called Board meeting.

4.5 Notice. All meetings, whether annual, regular, or special will be conducted pursuant to R.S.Mo. Sec. 610.010, *et seq.*, commonly referred to as the Missouri "Sunshine Law."

4.6 Action of the Board. Each director present at a meeting shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. The action of a majority of the directors present at any meeting of the Board at which a quorum exists shall be the act of the Board, except as otherwise provided by the Articles of Incorporation, these Bylaws, or the laws of the State of Missouri

4.7 Quorum. At all meetings of the Board, a majority of the total number of directors then in office shall constitute a quorum for the transaction of business.

4.8 Attendance Other than in Person. Any director may participate in a meeting of the Board by means of a conference telephone or other communications equipment whereby all persons participating in the meeting can hear each other and be heard, and participation in a meeting in this manner shall constitute presence in person at the meeting.

4.9 Action by Written Consent. Any Board action may be taken without a meeting if all directors consent in writing or by electronic transmission and the written consents or printed version of the electronic transmissions are filed with the minutes of the proceedings of the Board; provided, however that the vote of a director with a conflict of interest shall be considered only for purposes of procedurally reaching unanimity.

4.10 Adjournment. At any meeting of the Board, whether or not a quorum is present, a majority of the directors present may adjourn the meeting to another time and place without further notice to any absent director. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

4.11 Compensation. Directors shall not receive any compensation for their services as directors, but they may be reimbursed for reasonable expenses for attendance at meetings of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the School in any other capacity and receiving reasonable compensation for personal services actually rendered.

4.12 Powers. The Board of Directors shall have general charge of the affairs, property and assets of the Foundation. It shall be the duty of the Directors to carry out the aims and purposes of the Foundation and, to this end, to manage and control all of its property and assets.

## **ARTICLE FIVE – COMMITTEES OF THE BOARD OF DIRECTORS**

5.1 Committees Generally. The Board may designate, by resolution approved by the Board, one or more committees of the Board. In addition to any of the committees specifically provided for in these Bylaws, the Board of Directors, by resolution adopted by a majority of the whole Board of Directors, shall prescribe the duties and powers of each such committee established. Each committee shall have two or more members, all of whom shall serve at the pleasure of the Board of Directors. Committees may include participants who are not members of the board, but the Chair of each committee must be a member of the board. Each committee will fulfill the requirements outlined in the board-approved committee

description. Each committee shall have such power and authority as is specified by the Board of Directors upon the establishment of such committee, subject to the Articles of Incorporation and applicable law. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

5.2 Absence. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a member who has been removed pursuant to Section 5.7.

5.3 Recordkeeping. All committees so appointed shall, unless otherwise provided by the Board, keep regular minutes of the transactions at their meetings and shall cause them to be recorded in books kept for that purpose in the office of the KCPGA and shall report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the KCPGA may act as Secretary of the committee if the committee or the Board so requests.

5.4 Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles or these Bylaws, members of any committee designated by the Board may participate in a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

5.5 Committee Action Without a Meeting. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all members of such committee who are eligible to vote consent thereto in writing, including via electronic means. Any such writing shall be filed with the minutes of proceedings of such committee.

5.6 Term of Office. Each Director shall continue as such until the next annual meeting of the Foundation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such Director is removed from such committee by the Board of Directors.

5.7 Chair. One Director shall be appointed Chair by the other Directors of the Foundation.

5.8 Vacancies. Vacancies in the Foundation may be filled by appointments by the Board of Directors made in the same manner as provided in the case of the original appointments.

5.9 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.10 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE SIX – OFFICERS**

6.1 (a) Officers – Who Shall Constitute: The officers of the Foundation may include a Chair, President, a Vice President, a Secretary, and a Treasurer. The Board of Directors shall elect or appoint the officers at its initial meetings, and thereafter, at its annual meeting/ Any two or more of such offices may be held by the same person. An officer shall be deemed qualified when he enters upon the duties of the office to which he has been elected.

(b) Term: Each officer of the Foundation shall hold his/her office for the term for which he or she was elected, and until his/her successor has been duly elected and assumed office, or until his/her death, resignation or removal by the Board, whichever first occurs.

(c) Appointment of Officers and Agents – Terms of Office: The Board of Directors from time to time may also appoint such other officers and agents for the Foundation as it shall deem necessary or advisable. All appointed officers and agents shall hold their respective positions at the pleasure of the Board or for such terms as the Board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the Board, or by an elected officer empowered by the Board to make such determination.

6.2 Removal. Any officer or agent elected or appointed by the Board of Directors, and any employee, may be removed or discharged by the Board whenever in its judgment the best interests of the Foundation would be served by such removal.

6.3 Compensation. Officers shall be entitled to receive reasonable compensation for services rendered to the Foundation, as determined by the Board, so long as any such compensation does not jeopardize the charitable status of the Foundation. Each officer may be reimbursed for his actual expenses reasonably

incurred in attending meetings and in rendering services to the Foundation in the administration of its affairs.

6.4 Chair Except as otherwise provided for in these By-Laws, the Chair will preside at all meetings of the Board of Directors. The Chair may execute all contracts, instruments and other documents requiring a seal, under the seal of the Foundation, and may cause the seal to be affixed thereto, and all other instruments for and in the name of the Foundation.

6.6 President. In the absence of the Chair, the President will preside at all meetings. The President may also execute all contracts, instruments and other documents requiring a seal, under the seal of the Foundation, and may cause the seal to be affixed thereto, and all other instruments for and in the name of the Foundation.

6.7 Vice President. The Vice President shall, in the absence, disability or inability to act of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

6.8 Secretary. The Secretary shall attend all sessions of the Board and, except as otherwise provided for in these By-Laws, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the Foundation to be kept for that purpose. The Secretary shall perform like duties for the executive and other standing committees when requested by the Board or such committee to do so. It shall be the principal responsibility of the Secretary to give, or cause to be given, notice of all meetings of the Board of Directors, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these By-Laws. The Secretary shall see that all books, records, lists and information, or duplicates, required to be maintained at the registered or some office of the Foundation in Missouri, or elsewhere, are so maintained. The Secretary shall keep in safe custody the seal of the Foundation, and when duly authorized to do so, shall affix the same to any instrument requiring it, and when so affixed, he shall attest the same by his signature. The Secretary shall have the general duties, powers and responsibilities of a Secretary of a not for profit corporation.

6.9 Treasurer. The Treasurer may be an ex-officio member of the board, such as the paid staff person... shall have responsibility for the safekeeping of the funds and securities of the Foundation, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Foundation. The Treasurer shall keep, or cause to be kept, all other books of account and accounting records of the Foundation, and shall deposit or cause to

be deposited all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or permit to be disbursed, the funds of the Foundation as may be ordered, or authorized generally, by the Board and shall render to the Chair or President of the Foundation and the Board of Directors, whenever they may require it, an account of all his transactions as Treasurer and of those under his jurisdiction, and of the financial condition of the Foundation. The Treasurer shall have the general duties, powers and responsibility of a Treasurer of a not for profit corporation.

## **ARTICLE SEVEN—FISCAL AUTHORITY**

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument to the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or Vice President of the Foundation.

7.3 Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

7.4 Gifts and Contributions. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

7.5 Prohibited Loans. The Foundation shall not make any loan to any officer or Director of the Foundation, or any other individual.

## **ARTICLE EIGHT—BOOKS AND RECORDS**

8.1 Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its

Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Foundation may be inspected by any Director, or any agent or attorney of a Director for any proper purpose at any reasonable time.

## **ARTICLE NINE – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

9.1 Indemnification of Directors and Officers. Each Director or officer, or former Director or officer, of the Foundation and his legal representatives, shall be indemnified by the Foundation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such Director or officer; and any person who, at the request of the Foundation, served as Director or officer of another corporation in which the Foundation owned corporate stock, and his legal representatives, shall in like manner be indemnified by the Foundation; provided, that in neither case shall the Foundation indemnify such Director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding, to have been liable for negligence or misconduct in the performance of his duties as such Director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Foundation shall have first approved such proposed compromise settlement and determined that the Director or officer involved was not guilty of negligence or misconduct; but in taking such action, any Director involved shall not be qualified to vote thereon.

9.2 Negligence or Misconduct Determination. In determining whether or not a Director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or officer may be lawfully entitled.

9.3 Official Duties. No Director or officer of the Foundation shall be liable to any other Director or officer or other person for any action taken or refused to be taken by him as Director or officer with respect to any matter within the scope of his official duties, except such action or neglect or failure to act as shall constitute negligence or misconduct in the performance of his duties as Director or officer.



## **ARTICLE TEN-AMENDMENTS**

10.1 Amendments. The Board of Directors of the Foundation shall have the power to make, alter, amend and repeal the By-Laws of the Foundation and to adopt new By-Laws, which power may be exercised by a vote of the majority of the full Board of Directors. The Foundation shall keep, at its principal office, a copy of the By-Laws of the Foundation, as amended, which shall be open to inspection by any Director of the Foundation at all reasonable times during business hours.

**CERTIFICATE**

The foregoing By-Laws were duly adopted as and for the by-laws of the KANSAS CITY GIRLS PREPARATORY ACADEMY SUPPORTING FOUNDATION, a not-for-profit corporation, in a Statement of Unanimous Consent to Action Taken in Lieu of a Meeting of the Board of Directors of the Foundation, dated the \_\_\_\_ day of October, 2019.

These Bylaws are dated as of the \_\_\_\_ day of October, 2019.

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Secretary

**EXHIBIT C**

*Certificate of Good Standing*

(See Attached)

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

## CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

*Kansas City Girls Preparatory Academy*  
*N000703528*

was created under the laws of this State on the 22nd day of November, 2016, and is in good standing, having fully complied with all requirements of this office.

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 5th day of December, 2019.

  
Secretary of State



Certification Number: CERT-12052019-0024

**EXHIBIT D**

*Resolutions*

(See attached)

**ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
KANSAS CITY GIRLS PREPARATORY ACADEMY**

**December \_\_\_\_\_, 2019**

The undersigned, being all of the members of the board of directors (the “Board”) of Kansas City Girls Preparatory Academy, a Missouri non-profit corporation (the “Company”), acting pursuant to the laws of the State of Missouri, do hereby approve and adopt the following resolutions by unanimous written consent with the same force and effect as though adopted at a duly called meeting of the Board:

**WHEREAS**, Company intends to (i) transfer title to the real property located at 5000 E 17th Street, Kansas City, Missouri 64127 (the “Property”) by special warranty deed (the “Special Warranty Deed”) to Kansas City Girls Preparatory Academy Foundation, a Missouri non-profit corporation (“KCGPA Foundation”), and (ii) lease the Property (the “Lease”), with the Company as tenant and KCGPA Foundation as landlord (collectively, the “Transaction”);

**WHEREAS**, the Company also intends in connection with the Special Warranty Deed, to execute and deliver the Special Warranty Deed, and all other, documents, instruments, and agreements required by the Special Warranty Deed in connection with the consummation of the transactions contemplated thereby and any other documents that are customary to transactions of this type;

**WHEREAS**, the Company also intends in connection with the Lease, to execute and deliver the Lease, and all other, documents, instruments, and agreements required by the Lease in connection with the consummation of the transactions contemplated thereby and any other documents that are customary to transactions of this type;

**WHEREAS**, the Board has determined that it is advisable and in the best interest of the Company for the Company to enter into the Transaction Documents (as defined below) and the Board has further determined that the transactions contemplated by the Transaction Documents may reasonably be expected to benefit the Company, directly or indirectly.

**NOW, THEREFORE BE IT RESOLVED**, that the Board hereby authorizes and approves the execution and delivery by the Company of the Lease and the Special Warranty Deed (collectively, the “Transaction Documents”), (ii) the performance by the Company of all its obligations thereunder, and (iii) any and all other acts or steps necessary by the Company to facilitate the consummation of the transactions contemplated thereby;

**FURTHER RESOLVED**, that the officers of the Company are, and each of them singly is, hereby authorized, empowered, and directed to, from time to time on behalf of the Company (i) grant liens on, and security interests in, all assets and property of the Company as may be provided for in or contemplated by the Transaction Documents, including, without limitation, all equipment, inventory, accounts and general intangibles, in each case whether now owned or existing or hereafter acquired or arising, and (ii) cause the Company to authorize the filing by the

Jedel Family Foundation, a private independent foundation, from time to time of Uniform Commercial Code financing statements, and any amendments thereto or continuations thereof, in any such case as any officer of the Company may deem necessary, advisable or appropriate, each in such form and substance as may be approved by any officer of the Company, such approval to be conclusively evidenced by the authorization, execution and/or delivery thereof for and on behalf of the Company;

**FURTHER RESOLVED**, that the officers of the Company are, and each of them singly is, hereby authorized, empowered, and directed to execute and deliver the Transaction Documents on behalf of the Company with such changes thereto as any such officer deems necessary or appropriate, evidenced by his execution thereof, and to take any and all actions and to execute and deliver any and all such contracts, instruments, documents, agreements, writings, or communications as he in his discretion deems necessary or desirable to carry out the intent of the foregoing preambles and resolutions or necessary or desirable in connection with consummating the transactions contemplated by the Transaction Documents; and

**FURTHER RESOLVED**, that all acts and proceedings of the officers of the Company whether heretofore or hereafter taken in conformity with the foregoing resolutions are hereby approved, adopted, authorized, ratified, and confirmed in all respects; and

**FURTHER RESOLVED**, this written consent may be executed and delivered by email, facsimile or PDF, and in one or more counterparts, all of which when taken together shall be deemed to be one and the same instrument.

[Signature page follows.]

**IN WITNESS WHEREOF**, the undersigned members of the Board of Directors hereby approve and adopt the foregoing resolutions, effective as of the date first written above.

---

Christine Kemper  
Chair

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Martha Salinas  
Treasurer

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Julie Tomasic  
Secretary

---

Sly James  
Board Member

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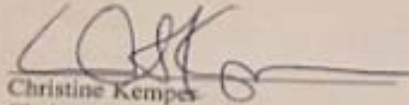
McClain Macklin  
Board Member

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Lisa Hardwick  
Board Member



**IN WITNESS WHEREOF**, the undersigned members of the Board of Directors hereby approve and adopt the foregoing resolutions, effective as of the date first written above.

  
Christine Kempes  
Chair

\_\_\_\_\_  
Martha Salinas  
Treasurer

\_\_\_\_\_  
Julie Tomasic  
Secretary

\_\_\_\_\_  
Sly James  
Board Member

\_\_\_\_\_  
McClain Macklin  
Board Member

\_\_\_\_\_  
Lisa Hardwick  
Board Member

approved, adopted, authorized, ratified, and confirmed in all respects; and

**FURTHER RESOLVED**, this written consent may be executed and delivered by email, facsimile or PDF, and in one or more counterparts, all of which when taken together shall be deemed to be one and the same instrument.

[Signature page follows.]

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**IN WITNESS WHEREOF**, the undersigned members of the Board of Directors hereby approve and adopt the foregoing resolutions, effective as of the date first written above.

\_\_\_\_\_  
Christine Kemper  
Chair

M. Salinas

\_\_\_\_\_  
Martha Salinas  
Treasurer

Julie Tomasic

\_\_\_\_\_  
Julie Tomasic  
Secretary

\_\_\_\_\_  
Sly James  
Board Member

\_\_\_\_\_

taken in conformity with the foregoing resolutions are hereby approved, adopted, authorized, ratified, and confirmed in all respects; and

**FURTHER RESOLVED**, this written consent may be executed and delivered by email, facsimile or PDF, and in one or more counterparts, all of which when taken together shall be deemed to be one and the same instrument.

[Signature page follows.]

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**IN WITNESS WHEREOF**, the undersigned members of the Board of Directors hereby approve and adopt the foregoing resolutions, effective as of the date first written above.

---

Christine Kemper  
Chair

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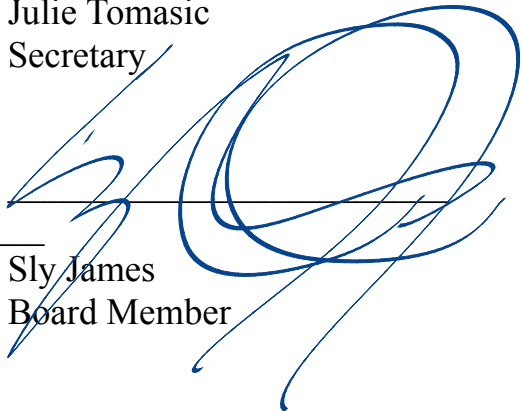
Martha Salinas  
Treasurer

---

Julie Tomasic  
Secretary

---

Sly James  
Board Member



---

McClain Macklin

**IN WITNESS WHEREOF**, the undersigned members of the Board of Directors hereby approve and adopt the foregoing resolutions, effective as of the date first written above.

---

Christine Kemper  
Chair

---

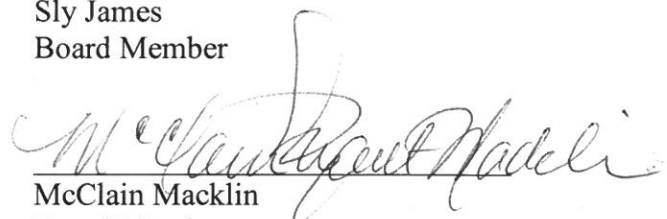
Martha Salinas  
Treasurer

---

Julie Tomasic  
Secretary

---

Sly James  
Board Member



---

McClain Macklin  
Board Member

---

Lisa Hardwick  
Board Member

**IN WITNESS WHEREOF**, the undersigned members of the Board of Directors hereby approve and adopt the foregoing resolutions, effective as of the date first written above.

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Christine Kemper  
Chair

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Martha Salinas  
Treasurer

---


Julie Tomasic  
Secretary

---

Sly James  
Board Member

---

McClain Macklin  
Board Member



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Lisa Hardwick  
Board Member

**EXHIBIT E**

*Incumbency*

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Christine Kemper	Chair	_____
Martha Salinas	Treasurer	_____
Julie Tomasic	Secretary	_____

**EXHIBIT E**

*Incumbency*

Name	Office	Signature
Christine Kemper	Chair	
Martha Salinas	Treasurer	_____
Julie Tomasic	Secretary	_____

**EXHIBIT E**

*Incumbency*

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Christine Kemper	Chair	_____
Martha Salinas	Treasurer	<u>M. Salinas</u>
Julie Tomasic	Secretary	_____



EXHIBIT E

Assembly

Name	Office	Signature
Christine Kemper	Chair	<hr/>
Martha Salinas	Treasurer	<u>M. Salinas</u>
Julie Tomasic	Secretary	<u>Julie Tomasic</u>