

JUN 03 1999

STATE OF MISSOURI
Secretary of State
P.O. Box 778, Jefferson City, MO 65102
Corporation Division

Rebecca McDowell Cook
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF A NONPROFIT CORPORATION

(To be submitted in duplicate with a filing fee of \$25)

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

- (1) The name of the corporation is BSDS, Inc..
- (2) This corporation is a Public Benefit Corporation.
- (3) The period of duration of the corporation is perpetual.
- (4) The name and address of the Registered Agent and Registered Office in Missouri is: Seigfreid, Bingham, Levy, Selzer & Gee, P.C., 2800 Commerce Tower, 911 Main Street, Kansas City, Missouri 64105.
- (5) The name and address of the incorporator is Mark H. Gilgus, 2800 Commerce Tower, 911 Main Street, Kansas City, Missouri 64105.
- (6) The corporation does not have members, but it has a self perpetuating Board of Directors.
- (7) The Board of Directors of the corporation has the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The bylaws will fix the number of Directors, but the number must not be fewer than three. The bylaws will establish the manner of electing or appointing Directors and their respective terms.
- (8) The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of these purposes, or by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) (hereinafter the "Code") for use by these organizations in support of these purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, the following: To operate elementary schools and preschools and to engage in any other lawful act or activity for which corporations may be organized under the laws of Missouri.
- (9) The corporation has all the powers conferred upon nonprofit corporations by the Nonprofit Corporation Act of the State of Missouri (as it now exists and as it may be amended), except that the corporation may not have or exercise any power, or engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (10) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Board of Directors or 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 these Articles of Incorporation.

- (11) 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, directly or indirectly, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (12) The corporation shall not operate for the purpose of carrying on a trade or business for profit.
- (13) Upon the dissolution of the corporation, the Board of Directors of the corporation 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 by distributing them exclusively for religious, charitable, scientific, literary, or educational purposes, either by direct distribution or by distribution to one or more organizations qualified under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in the county in the State of Missouri 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, which are organized and operated exclusively for the purposes set forth herein.
- (14) The effective date of this document is the date it is filed with the Secretary of State of Missouri.

In affirmation of the facts stated above, I have hereunto subscribed my name as of the 2nd day of June, 1999.

Signed by Incorporator:

Mark H. Gilgus
Mark H. Gilgus, Incorporator

STATE OF MISSOURI)

COUNTY OF JACKSON)

ss.

I, the undersigned, a Notary Public, do hereby certify that on the 2nd day of June, 1999, Mark H. Gilgus personally appeared before me and being first duly sworn by me severally acknowledged that he signed as his free act and deed the foregoing document in the respective capacity therein set forth and declared that the statements therein contained are true, to his best knowledge and belief.

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

CHRISTINE M. ESLINGER

Notary Public - Notary Seal

State of Missouri

County of Jackson

My Commission Expires 09/16/2002

NOTARIAL SEAL

Christine M. Eslinger
Notary Public

My commission expires: 9/16/2002

**FILED AND CERTIFICATE OF
INCORPORATION ISSUED**

JUN 03 1999

Rebecca McDowell Cook
SECRETARY OF STATE

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
BSDS, INC.

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, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, 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 HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
3RD DAY OF JUNE, 1999.

Rebecca McDowell Cook
Secretary of State



\$25.00