

Introduced by Campbell Council Bill No. R 13-01

A RESOLUTION

approving the Articles of Incorporation of the City of Columbia New Century Fund, Inc.; and accepting this authority to appoint and remove directors of the corporation.

WHEREAS, Articles of Incorporation have been prepared to form a Missouri not-for-profit corporation to be named "The City of Columbia New Century Fund, Inc." ("The Corporation"); and

WHEREAS, The Corporation is to be organized and operated to solicit contributions for the betterment of Columbia, Missouri by providing for the beautification of the City, the natural use of land, better transportation facilities, encouragement of the arts, recreation, historic preservation, architectural enhancement, facilitation of public health and the general lessening of the costs and burdens of municipal government; and

WHEREAS, the Board of Directors of The Corporation is to consist of seven (7) directors to be appointed and removed by the City Council of the City of Columbia, Missouri.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF COLUMBIA, MISSOURI, AS FOLLOWS:

SECTION 1. The City Council approves the Articles of Incorporation of the City of Columbia New Century Fund, Inc. substantially in the form of "Exhibit A," which is attached to this resolution.

SECTION 2. The City Council shall appoint and remove directors of The Corporation as provided for in the Articles of Incorporation.

ADOPTED this 16th day of January, 2001.


ATTEST:

Deany Susanna
City Clerk

R. R. Campbell
Mayor and Presiding Officer
Pro Tem

Permanent Record
Filed in Clerk's Office

APPROVED AS TO FORM:



City Counselor

ARTICLES OF INCORPORATION
OF A
GENERAL NOT-FOR-PROFIT CORPORATION

COMES NOW, the undersigned incorporators, all being of lawful age and who hereby adopt the following Articles of Incorporation for the creation of a Missouri not-for-profit corporation:

ARTICLE I

The name of the corporation is: The City of Columbia New Century Fund, Inc.

ARTICLE II

This corporation is a public benefit corporation.

ARTICLE III

The street address of the corporation's initial registered office is 701 East Broadway, Columbia, MO 65201; and the name of its initial registered agent is Lori Fleming.

ARTICLE IV

The name and address of each incorporator is:

Darwin Hindman
701 East Broadway
PO Box 6015
Columbia, MO 65205

Bob Roper
Boone County National Bank
720 East Broadway
PO Box 678
Columbia, MO 65205

Raymond A. Beck
701 East Broadway
PO Box 6015
Columbia, MO 65205

Lori Fleming
701 East Broadway
PO Box 6015
Columbia, MO 65205

ARTICLE V

The corporation will not have members.

ARTICLE VI

The corporation is organized and shall be operated only for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding

section of any future federal tax code. Without limiting the generality of the above, more specifically the corporation is organized and will be operated for the purpose of soliciting gifts, grants, property and monies for the betterment of the City of Columbia, MO by providing for: the beautification of the City, the natural use of land, better transportation facilities for its residents, the encouragement of the arts, recreation, historic preservation, architectural enhancement, the facilitation of public health and the general lessening of the cost and burdens of municipal government.

ARTICLE VII

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 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 Article VI 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 distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the assets of the corporation to the City of Columbia, Missouri. Any of the corporation's assets not so disposed of shall be disposed of by the Circuit Court of Boone County to such organization or organizations as the Court shall determine and as are then qualified as exempt under Section 501 of the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE IX

The corporation shall be governed by a Board of Directors consisting of seven directors. The Board of Directors shall be appointed or removed by the City of Columbia, MO City

Council.

The City Council shall appoint, remove or fill vacancies on the Board of Directors by selecting each necessary director by majority vote.

Member of the Board of Directors shall have the following qualifications:

- ▶All directors shall be natural persons.
- ▶One director shall be a current member of the City of Columbia, Mo City Council.
- ▶One director shall be a CPA, attorney, or bank trust officer, each of whom must have experience in the operation of a 501(c)(3) corporation or in the administration of a charitable trust.
- ▶The remaining five directors must be current residents and qualified electors of the City of Columbia, MO.

Each Board member shall serve during a one year term beginning October 1st and continuing until September 31st of the following year.

No director shall serve more than 5 terms on the Board.

ARTICLE X

The Board of Directors shall meet at least three times each term.

The first meeting shall be during October during which the Board shall organize itself and elect a chairman, secretary and treasurer and the Board shall review, amend or adopt by-laws.

There shall be a meeting of the Board in March of every year to review the status, income and liabilities of the corporation.

There shall be a meeting in August of each year to distribute, by grant, gift or otherwise, assets acquired by the corporation, to fulfill the corporation's purpose.

Other meetings may be held by the Board as the Board deems necessary.

Five members of the Board constitute a quorum to do business and all actions of the Board must be by majority vote, except that adoption of amendments to the Articles of Incorporation and adoption of amendment to corporation by-laws must be by a majority of five assenting votes.

ARTICLE XI

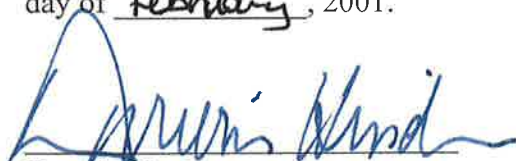
The corporation shall indemnify any officer, official, employee or agent of the corporation against expenses, including reasonable attorneys' fees, judgments, fines and amount paid in

settlement actually and reasonably incurred in connection with any action, suit, or proceeding if the officer, official, employee or agent acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and not unlawful.

The corporation may give any further indemnity authorized or contemplated under Chapter 355 of the Revised Statutes of Missouri and may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation.

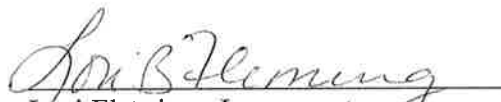
Indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Chapter 537 of the Revised Statutes of Missouri or other relevant provision of law.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 5th day of February, 2001.


Darwin Hindman, Incorporator

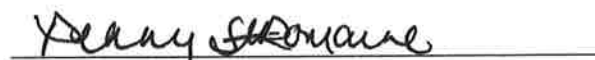

Bob Roper, Incorporator


Raymond A. Beck, Incorporator

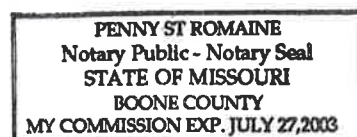

Lori Fleming, Incorporator

STATE OF MISSOURI)
)
COUNTY OF BOONE) ss.

On this 5th day of February, 2001, before me, a Notary Public in and for said state, personally appeared Darwin Hindman, known to me to be the person who executed the above document and acknowledged to me that he executed the same for the purposes therein stated.


Notary Public, State of Missouri

My commission expires:

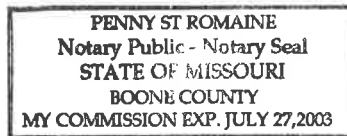


STATE OF MISSOURI)
)
COUNTY OF BOONE) SS.

On this 30th day of January 2001, before me, a Notary Public in and for said state, personally appeared Bob Roper, known to me to be the person who executed the above document and acknowledged to me that he executed the same for the purposes therein stated.

Penny St Romaine
Notary Public, State of Missouri

My commission expires:

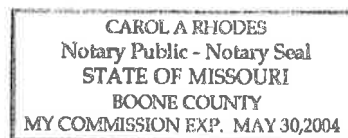


STATE OF MISSOURI)
)
COUNTY OF BOONE) SS.

On this 29 day of January, 2001, before me, a Notary Public in and for said state, personally appeared Raymond A. Beck, known to me to be the person who executed the above document and acknowledged to me that he executed the same for the purposes therein stated.

Carol A. Rhodes
Notary Public, State of Missouri

My commission expires: 5/30/04



STATE OF MISSOURI)
)
COUNTY OF BOONE) SS.

On this 29th day of January, 2001, before me, a Notary Public in and for said state, personally appeared Lori Fleming, known to me to be the person who executed the above document and acknowledged to me that she executed the same for the purposes therein stated.

Penny St Romaine
Notary Public, State of Missouri

My commission expires:

