

1 **AMENDED AND RESTATED ARTICLES OF INCORPORATION**
2 **OF A**
3 **GENERAL NOT FOR PROFIT CORPORATION**
4

5 We, the undersigned, being natural persons of the age of eighteen or more, hereby
6 associate ourselves together to for the purpose of amended and restate the articles of
7 incorporation for a general public benefit corporation NOT FOR PROFIT under the laws of the
8 State of Missouri.
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10 **ARTICLE I**

11 **Name**

12 The name of the corporation is NAP EDUCATIONAL FOUNDATION.
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14 **ARTICLE II**

15 **Registered Office**

16 The address of its current registered office in the State of Missouri, County of Jackson, is
17 19612 East 18th Terrace South, Independence, Missouri, 64057 and the name of its registered
18 agent at said address is Dr. Leonard M. Young, Jr.
19

20 **ARTICLE III**

21 **Duration**

22 The period of duration of the corporation is perpetual.
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24 **ARTICLE IV**

25 **Exempt Status**

26 The Corporation is constituted so as to attract substantial support from contributions,
27 directly or indirectly, from a representative number of persons in the community in which it
28 operates and has not been formed for profit or financial gain, and no part of the assets, income or
29 profit of the Corporation is distributable to, or inures to the benefit of, its trustees or officers.
30 No substantial part of the activities of the Corporation shall be carrying on of propaganda, or
31 otherwise attempting, to influence legislation, and the Corporation shall not participate in, or
32 intervene in (including the publishing or distribution of statements) any political campaign on
33 behalf of any candidate for public office, notwithstanding any other provision of this certificate,
34 the Corporation shall not carry on any other activities not permitted to be carried on (a) by a
35 corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue
36 Code of 1954 (r the corresponding provision of any future United States Internal Revenue Law)
37 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the
38 Internal Revenue Code of 1954 (or the corresponding provision of any future United States
39 Internal Revenue Law).
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41 **ARTICLE V**

42 **Purposes**

43 The purposes for which the corporation is to be formed are for educational and charitable
44 purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and, in
45 this connection, to promote the purposes and advancements of the National Association of
46 Parliamentarians and, similar charitable educational organizations and to these end to take and

47 hold by bequest, devise, gift, grant, purchase, or otherwise any property, real, personal tangible
48 or intangible, or undivided interest therein, without limitation as to amount or value; to sell,
49 convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the
50 principal or the income thereof in such manner as, in the judgment of the Trustees, will best
51 promote the purpose of the Corporation without limitations, except such limitations, if any, as
52 may be contained in the instrument; under which such property is received, these Articles of
53 Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. The Corporation
54 shall have the power to do any other act or thing incidental to or connected with the foregoing
55 purposes or in advancement thereof. In furtherance of its corporate purposes, the Corporation
56 shall have all general powers enumerated in Chapter 355 of the General Not-for-Profit
57 Corporation Law.

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ARTICLE VI
Limitation on Activities

61 Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or
62 include among its purposes, any of the activities mentioned in the "The General Not-for-Profit
63 Corporation Law," Chapter 355, that would result in Involuntary Dissolution of the Corporation.

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ARTICLE VII
Incorporators

66 The names and addresses of the incorporators are as follows:

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69 Roger D. Binyon
70 500 Nichols Road
71 Suite 500
72 Kansas City, Mo. 64112

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75 Robert W. Boland
76 500 Nichols Road
77 Suite 500
78 Kansas City, Mo. 64112

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81 Gregory A. Dunn
82 500 Nichols Road
83 Suite 500
84 Kansas City, Mo. 64112

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ARTICLE VIII
Names Of Trustees

87 The first Board of Trustees shall be seven (7) in number, their names and addresses being
88 as follows:

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91 Mrs. Emma Lozier
92 8820 Broadmoor Drive
93 Omaha, Nebraska 68114

93 Mrs. Nora Elich
94 3703 Durhill Street
95 Houston, Texas 77025
96

97 Mrs. Gertrude Castleberry
98 3852 South Hills Circle .
99 Fort Worth, Texas 76109
100

101 Dr. Morgan Litzinger
102 3036 Brook Hollow Lane
103 Mountain Brook, Alabama 35243
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105 Mr. William J. Evans
106 3813 Juniper Road
107 Baltimore, Maryland 21218
108

109 Mrs. Alice Heinz
110 1913 - 15th Avenue
111 Greeley, Colorado 80631
112

113 Mrs. Mary Litzinger
114 3036 Brook Hollow Lane
115 Mountain Brook, Alabama 35243
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117 **ARTICLE IX**
118 **Contributors**

119 This corporation is to be organized and shall function on a non-stock basis and
120 contributors may be evidenced by certificates of contribution, but only to the extent and in the
121 manner provided, from time to time, by the Bylaws of this corporation. The contributors of the
122 corporation shall not have voting rights, and shall have no vote on the selection of the Board of
123 Trustees. There shall be no members of the corporation.
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125 **ARTICLE X**
126 **Distribution on Dissolution**

127 In the event of dissolution, all of the remaining assets and property of the corporation
128 shall, after necessary expenses thereof have been paid, be distributed to such organizations as
129 shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
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131 **ARTICLE XI**
132 **Income and Distribution**

133 No part of the income of the Corporation shall inure to the benefit of any,
134 trustee, director, officer of the Corporation, or any private individual (except that reasonable
135 compensation may be paid for services rendered to or for the Corporation affecting one or more
136 of its purposes), and no, trustee, officer of the Corporation or any private individual shall be
137 entitled to share in the distribution of any of the corporate assets on dissolution of the
138 Corporation.

139 **ARTICLE XII**

140 **Distributions and Prohibition Against Self-Dealing**

141 The Corporation shall distribute its income for each taxable year at such time and in such
142 manner as not to subject it to tax under section 4942 of the Internal Revenue Code of 1954, as
143 amended, and the Corporation shall not:

- 144 A. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- 145 B. Retain any excess business holdings as defined in Section 4943(c) of the Code;
- 146 C. Make any investments in such manner as to subject the Corporation to tax under Section
147 4944 of the Code; or,
- 148 D. Make any taxable expenditure as defined in Section 4945(d) of the Code.

149 **ARTICLE XIII**

150 **Management of Board of Trustees**

151 All of the corporate powers and management of this corporation shall be vested solely in,
152 and executed by, a Board of Trustees of such number elected by the Board Trustees with one
153 trustee elected by the board of directors of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS[®],
154 as provided in the Bylaws of the Foundation, to serve for such terms as may be provided in the
155 Bylaws. At no time shall there be more than two elected trustees currently serving on the NAP
156 Board of Directors.

- 158 A. Any vacancy occurring among the Trustees of this corporation, by death, resignation or
159 otherwise, shall be filled, as provided in the Bylaws of the Foundation, for the unexpired
160 term, at the next regular or special meeting of the Board of Trustees.
- 161 B. Failure to elect Trustees shall not dissolve this corporation nor impair its corporate
162 existence or management, but the Trustees then in office shall remain in office until their
163 successors shall have been duly elected, and qualified.
- 164 C. The Board of Trustees shall have sole power to amend its Bylaws, rules: and regulations
165 for the government of the affairs of this corporation as it may deem proper.
- 166 D. No Trustee of this Not For Profit Corporation shall ever be held liable or responsible for
167 contracts, debts or defaults of this corporation.

168 **ARTICLE XIV**

169 **Amendment**

170 The Articles of Incorporation of this corporation may be amended by a vote of not less
171 than a three-fourths vote at any annual meeting of the Board of Trustees, or special meeting of
172 the Board of Trustees called for that purpose, except that they shall not be amended so as to alter
173 or charge in any manner the general purposes of this corporation.
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ARTICLE XV
Governing Law

This corporation shall be governed by the provisions of the Missouri Not For Profit Corporation Law, as they now exist, or as they may hereinafter be amended.

ARTICLE XVI
Address of Notice

The post office address to which the Secretary of State shall mail a copy of any notice required by law is 19612 East 18th Terrace South, Independence, Missouri, 64057.

IN WITNESS WHEREOF, these articles of Incorporation have been signed this 19 day of January 1984.

[The above is followed by the signature of the incorporators and the notary public.]

AMENDED AND RESTATED: March 4, 2013
AMENDED AND RESTATED: December 5, 2016