

**ARTICLES OF INCORPORATION**  
**Of**  
**TALLGRASS LEGACY ALLIANCE, INC.**

**A Kansas Not-for-Profit Corporation**

We, the undersigned incorporators, hereby form and establish a NOT - FOR-PROFIT corporation under the laws of the State of Kansas, and adopt the following Articles of Incorporation:

**ARTICLE ONE**

**Name**

The name of this corporation is the Tallgrass Legacy Alliance, Inc.

**ARTICLE TWO**

**Term**

The period of duration of this corporation is perpetual.

**ARTICLE THREE**

**Registered Office and Agent**

The name of the corporation's resident agent and address of its registered office in this state is Jim Minnerath, 530 West Maple, Hartford, Lyon County, Kansas 66854.

**ARTICLE FOUR**

**PURPOSES**

This corporation is organized and shall be operated exclusively for charitable, educational, religious and scientific purposes as described in Section 50 I (c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and the United States Treasury Regulations promulgated thereunder, including the following charitable activities:

1. Identify , evaluate, and address threats to the biological, cultural, and economic components of the tall grass prairie.
2. Acknowledge and promote the significance of the tallgrass prairie ecosystem, including associated ranching culture.
3. Facilitate cooperation between private landowners, state and federal agency personnel, and other interested parties through a non-political forum concerned with area-wide needs of the tallgrass prairie.

4. Encourage voluntary participation of all potential partners to enhance and restore the biological economic, and cultural well-being of the tallgrass prairie through educational, technical, and financial involvement.

5. To engage in any other lawful act or activity for which corporations may be organized under the Kansas General Corporation Code; provided, however, that such activities would not disqualify the organization as being one described in Section 50 I(c)(3) of the Code and the United States Treasury Regulations promulgated thereunder.

#### **ARTICLE FIVE Distribution Upon Dissolution**

In the event the corporation is dissolved, the assets then remaining, after the payment, satisfaction, discharge or adequate provision therefor of all liabilities and obligations of the corporation, shall be distributed to one or more foundations or corporations as are organized and operated exclusively for charitable, religious, scientific or educational purposes and which have been determined by the Internal Revenue Service as exempt from taxation under Section 501(a) of the Code as one or ones described in Section 501(c)(3) and Section 170(b)(I)(A) of the Code, as may be determined by a majority of the directors of the corporation serving as such at the time of such dissolution.

#### **ARTICLE SIX Other Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, trustees, 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 Four 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 by a corporation described in Section 50 I(c)(3) of the Code ( or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible pursuant to Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE SEVEN Stock and Membership**

The corporation shall not issue capital stock, and the conditions of membership shall be stated in the bylaws of the corporation.

#### **ARTICLE EIGHT Amendments**

The board of directors of this corporation shall have the power and authority to (i) amend the Articles of Incorporation of this corporation, and (ii) adopt bylaws of this corporation. The

Articles of Incorporation may be amended by resolution adopted by the board of directors setting forth the proposed amendment and declaring its advisability .At a subsequent meeting, held not earlier than fifteen (15) days and not later than sixty (60) days thereafter, such amendments may be adopted by vote of *two-thirds* of the membership. The corporation shall provide notice of such amendments to the Secretary of State for the State of Kansas.

**ARTICLE NINE**  
**Incorporator**

The name and residence address of the incorporator is:

Jim Minnerath, 530 West Maple, Hartford, Lyon County, Kansas 66854.

**ARTICLE TEN**  
**Directors**

The initial board of directors shall consist of nine (9) directors> their names, addresses and terms are as follows:

Tom Moxley, 1852 S. 200 Road, Council Grove, KS 66846	3 years
Tim Miser, RR I, Box 119, Cottonwood Falls, KS 66845	1 year
Mike Collinge, HC-1, Box 100, Hamilton, KS 66853	2 years
Pete Ferrell, P.O. Box 59, Beaumont, KS 67012	2 years
Fred Berns, 1612 6Ofh St., Peabody, KS 66866	3 years
Kelly Kindscher, 2045 Constant Ave., Campus West, Lawrence, KS 66047	1 year
JeffDavidson, Extension Office, Eureka, KS 67045	2 years
Rob Manes, 10201 S. Hwy. 281, Pratt, KS 67124	3 years
Jim Minnerath, 450 17th Road, N. W ., Hartford, KS 66854	1 year

**ARTICLE ELEVEN**  
**Liability of Directors**

No director shall be personally liable to the corporation for damages for breach of fiduciary duty by such director as a director. Notwithstanding the foregoing, a director shall be liable to the extent provided by law (i) for breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

The liability of the board of directors shall be limited to the fullest extent permitted by law. Repeal or modification of the foregoing paragraph shall not adversely affect the rights of a director of the corporation hereunder with respect to the act or omission occurring prior to or at the time of such repeal or modification.

As of November, 2001.