

**ARTICLES OF INCORPORATION**  
**OF**  
**SHOW-ME TRACTOR CRUISE, INC.**

The undersigned, being a natural person of the age of eighteen years or more, for the purpose of forming a corporation under "The Missouri Nonprofit Corporation Law RSMo , Section 355.001 et seq , " and all amendments thereto, do hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

The name of this Public Benefit Corporation is:

**Show-Me Tractor Cruise, Inc.**

**ARTICLE TWO**

The duration of the Corporation is perpetual.

**ARTICLE THREE**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Residence</u>
Thomas R. Brand	3204 Dale Avenue St. Joseph, MO 64506

**ARTICLE FOUR**

The address of the Corporation's initial Registered Office is 1018 W. St. Maartens Dr., Suite 200, St. Joseph, Missouri, and the name of the Corporation's initial Registered Agent at such address is Jeff Davison

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## **ARTICLE FIVE**

The first Board of Directors of this Corporation shall consist of three (3) persons, and thereafter the number of Directors shall be fixed in the manner provided in the Bylaws of the Corporation. Thereafter, the number of Directors shall be fixed by the Bylaws or in such manner as provided in the Bylaws. The Board of Directors shall control and manage the affairs of this Corporation and the Directors shall serve until their successor has been duly elected all as provided in the Bylaws of the Corporation.

## **ARTICLE SIX**

The Corporation shall not have stockholders but shall have members. The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the Bylaws.

## **ARTICLE SEVEN**

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles to the contrary, 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 Internal Revenue Code of 1954 (or the corresponding provision 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Upon dissolution of the Corporation the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county 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 such purposes. Subject to the above, this Corporation may, among other things, foster, promote, and encourage recreational activities, economic, social, and cultural growth and general benefit to Camp Quality and to do and perform any and all other things necessary or incidental to any of the foregoing.

## ARTICLE EIGHT

The Corporation shall have the following powers.

1. To have perpetual existence by its corporate name unless a limited period of duration is stated in its Articles of Incorporation, in which latter event to have existence for the period so state;
2. To sue and be sued, complain and defend, in its corporate name;
3. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;
4. To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use, and otherwise deal in and with any real or personal property, or any interest therein, situation in or out of this state, as may be necessary and proper for carrying on its legitimate affairs; provided that any corporation may hold for fifteen years real estate acquired in payment of a debt, by foreclosure or otherwise, and real estate exchanged therefor, even though not necessary for carrying on its legitimate affairs,
5. To receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for any charitable, religious, educational, scientific, or benevolent purpose and for such other purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions thereof;
6. To sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets,
7. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes, to borrow money for its corporate purposes at such rates of interest as the Corporation may determine, to issue its notes, bond is and other obligations, and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and income;
8. To invest its funds from time to time in any real or personal property, to lend money for its corporate purposes; and to take and hold real and personal property as secured for the payment of funds so invested or loaned;
9. To conduct its affairs, carry on its operations, and have offices within and without this state, and to exercise in other state, territory, district or possession of the United States, or in any foreign country, the powers granted herein.

10. To elect or appoint officers and agents of the Corporation, and to define their duties and fix their compensations.

11. To make and alter Bylaws not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and the regulation of the affairs of the Corporation;

12. To cease its corporate activities and surrender its corporate franchise;

13. To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, and to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others, to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Missouri upon a nonprofit corporation organized under the laws of the State of Missouri, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided, however, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Missouri, nor to engage in any activity not approved by Section 501(c) of the Internal Revenue Code of 1954, as amended, or any successor section.

14. The Corporation shall have all the powers conferred by the Missouri Nonprofit Corporation Law RSMo Section 355.001 et seq., of the State of Missouri (as same now exists and as same may be amended from time to time hereafter) insofar as said powers are necessary or desirable to carry out the purposes of the Corporation (as expressed in Article Seven of the Articles of Incorporation) and insofar as said powers are consistent with and limited by the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)

#### **ARTICLE NINE**

The Corporation is not organized for a pecuniary profit and it shall not have any power to issue certificates of stock or declare dividends. No part of the net earnings or other assets of the Corporation shall inure to the benefit of any director, contributor, member, officer, or other private individual having directly or indirectly any personal or private interests in the activities of the Corporation. No dividends shall be paid and no part of the income or property of the Corporation shall be distributed to its members, directors or officers; provided, however that the Corporation may pay compensation in a reasonable amount to the members, officers, directors or individuals for services rendered to or for this Corporation in carrying out one or more of its purposes and may make distributions upon dissolution or final liquidation as permitted by Chapter 355 of the Missouri Nonprofit Corporation Law, as amended, and as provided in Article Fourteen herein.

**ARTICLE TEN**

This Corporation shall not have nor issue shares of stock

**ARTICLE ELEVEN**

No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation

**ARTICLE TWELVE**

The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for a public office

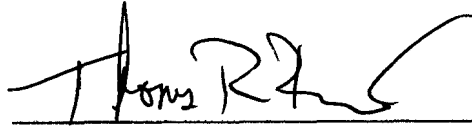
**ARTICLE THIRTEEN**

This Corporation shall not engage in any transaction prohibited by Section 503 of the Internal Revenue Code as now enacted or as it may hereinafter be amended. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 503 of the Internal Revenue Code as now enacted or as it may hereinafter be amended. In addition, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation (1) as a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

**ARTICLE FOURTEEN**

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, except as may be provided by law, the directors of the Corporation shall have the power, subject to the control of a court of competent jurisdiction, to dispose of all the assets of the Corporation in such manner as they, in the exercise of their discretion, may by a majority vote determine; provided, however, that such disposition shall be calculated exclusively to carry out the objects and purpose for which the Corporation is formed and provided further that before any such disposition of the assets of the Corporation is made, this distributees thereof shall have established an appropriate tax exempt status, if necessary, under Section 501(c)(3) of the Internal Revenue Code, as now enacted or as it may hereinafter be amended.


IN WITNESS WHEREOF, I have hereunto set my hand this 19<sup>TH</sup> day of January, 2006



**THOMAS R. BRAND**, Sole Incorporator

STATE OF MISSOURI     )  
  ) ss.  
COUNTY OF BUCHANAN )

The undersigned, a Notary Public, does hereby certify that on the 19<sup>th</sup> day of January, 2006, personally appeared before me **THOMAS BRAND** who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true

  
Notary Public

My commission expires.

**ELIZABETH R. CHRISTMAS**  
Notary Seal - Notary Public  
STATE OF MISSOURI  
Andrew County  
My Commission Exp: August 24, 2008

# State of Missouri



Robin Carnahan  
Secretary of State

## CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

*Show-Me Tractor Cruise, Inc.*  
*N00711606*

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, ROBIN CARNAHAN, Secretary 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 have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of January, 2006.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

