

# **John M. West, American Legion Post 408 Foundation INC.**

## **ARTICLES OF INCORPORATION**

### **ARTICLE I NAME**

The name of this corporation shall be John M. West, American Legion Post 408 Foundation INC.

### **ARTICLE II DURATION**

John M. West, American Legion Post 408 Foundation INC. is a non-profit corporation and shall be operated perpetually.

### **ARTICLE III PURPOSE**

John M. West, American Legion Post 408 Foundation INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. John M. West, American Legion Post 408 Foundation INC. is to address, educate, coordinate, and provide education, aid and relief to the local veterans, youths and the community and to support the efforts of the local American Legion Post 408. Our programs include sending out ambassadors to raise social consciousness about the cause on a local and global level, and to hold fundraising events in order to provide immediate relief or assistance to those suffering regardless of their race, ethnicity or religion.

To maximize our impacts on current efforts, we seek to collaborate with other non-profit organizations which fall under section 501(c)(3) of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in activities or programs in order to have a greater impact for change.

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-Profit Nature**

John M. West, American Legion Post 408 Foundation INC. is organized exclusively for educational and charitable purposes including, for such purposes, making distributions to organizations that qualify as exempt organizations recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code or corresponding section of any future federal tax code. No part of the net earnings of John M. West, American Legion Post 408 Foundation INC. shall inure to benefit of, or be distributable to its members, trustees, officers, or any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions in furtherance of the purposes set forth in purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax code under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any further federal tax code.

John M. West, American Legion Post 408 Foundation INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual in furtherance of the purposes set forth in the Articles of Incorporation.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of the John M. West, American Legion Post 408 Foundation INC. of any nature whatsoever, nor shall any of the property or assets of officers be subject to the payment of debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of John M. West, American Legion Post 408 Foundation INC. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c) (3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the John M. West, American Legion Post 408 Foundation INC. hereunder shall be selected in the discretion of a majority of the managing

body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the John M. West, American Legion Post 408 Foundation INC., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Kansas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the John M. West, American Legion Post 408 Foundation INC. then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kansas to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributed to, its members, directors, officers or other private person or individual, 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 III.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be carrying out propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing and distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V**  
**BOARD OF DIRECTORS**

John M. West, American Legion Post 408 Foundation INC. shall be governed by its Board of Directors. The board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

The initial directors of the corporation shall be:

Pat Kitterman, President	Mike Saindon, Vice-President
Rhonda Hundley, Treasurer	Karen Chaput, Secretary
Randy White	Steve Tackett
Terry Gowen	Anna Simpson
Bryan LaCount	

**ARTICLE VI**  
**MEMBERSHIP**

John M. West, American Legion Post 408 Foundation INC. shall have no members. The management of the affairs of the corporation shall be vested in the board of directors, as defined by the corporation's bylaws.

**ARTICLE VII**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE VIII**  
**ADDRESSES OF THE CORPORATION**

The physical address is:  
John M. West, American Legion Post 408 Foundation INC.  
120 E. Washington  
Derby, KS 67037

The mailing address is:  
John M. West, American Legion Post 408 Foundation INC.  
120 E. Washington  
Derby, KS 67037

**ARTICLE IX**  
**REGISTERED AGENT**

The registered agent of the corporation is:  
Pat Kitterman

**ARTICLE X**  
**INCORPORATOR**

The incorporators of the corporation are as follows:

Pat Kitterman, 1012 E. Stone Path, Derby, KS 67037  
Mike Saindon, 312 Tall Tree Road, Derby, KS 67037  
Karen Chaput, 1339 Aspen Street, Haysville, KS 67060  
Rhonda Hundley, 414 Spring Creek, Derby, KS 67037  
Steve Tackett, 2900 N. Nancy Lane, Derby, KS 67037  
Terry Gowen, 8327 E. 46<sup>th</sup> Street South, Derby, KS 67037  
Anna Simpson, 1118 N, High Park Drive, Derby, KS 67037  
Randy White, 813 Rough Creek Loop, Derby, KS 67037  
Bryan LaCount, 5731 S. Broadway, Wichita, KS 67216

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We the undersigned, do hereby certify that the above stated Articles of Incorporation of the John M. West, American Legion Post 408 Foundation INC. were approved by the John M. West, American Legion Post 408 Foundation INC.'s board of directors on day & date xxxxxx and constitute a complete copy of the Articles of Incorporation of the John M. West, American Legion Post 408 INC. corporation.

Pat Kitterman \_\_\_\_\_  
Mike Saindon \_\_\_\_\_  
Karen Chaput \_\_\_\_\_  
Rhonda Hundley \_\_\_\_\_  
Randy White \_\_\_\_\_  
Terry Gowen \_\_\_\_\_  
Anna Simpson \_\_\_\_\_  
Bryan LaCount \_\_\_\_\_  
Steve Tackett \_\_\_\_\_

**ACKNOWLEDGEMENT OF CONSENT TO APPOINTMENT**  
**AS REGISTERED AGENT**

I, Pat Kitterman, agree to be the registered agent for John M. West, American Legion Post 408 Foundation INC. as appointed herein.

Registered Agent \_\_\_\_\_

Date \_\_\_\_\_