

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNITED WAY OF GREATER KANSAS CITY, INC.**

Article I.

The name of this corporation is:

UNITED WAY OF GREATER KANSAS CITY, INC.

Article II.

This corporation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

Article III.

~~This~~

~~The~~ corporation shall not have members. ~~There shall be only one class of membership. Each member of this corporation shall be entitled to cast one vote on every matter at any meeting of the members except to the extent the bylaws provide otherwise.~~

~~Except as set forth above, the characteristics, qualifications, rights, limitations and obligations (including transfer rights) of members and conditions of membership shall be as set forth in the bylaws of this corporation.~~

Article IV.

This corporation is organized exclusively for charitable, scientific and educational purposes. The terms charitable, scientific and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect (the "Code").

This corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the ~~Internal Revenue Code of 1986, as~~

~~amended, or the corresponding provisions of any future federal internal revenue laws then in effect~~ Code.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any member, director, trustee, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article IV.

Article V.

This corporation shall have all the powers of a corporation organized under the Missouri Nonprofit Corporation Act; provided, however, that none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation.

Article VI.

The duration of this corporation shall be perpetual.

Article VII.

The address of the registered office in the State of Missouri is ~~1000 Walnut~~ 801 West 47th Street, Suite 1400, 500, Kansas City, Missouri ~~64106~~. 64112. The name of the registered agent at said address is ~~Spenserv, Inc.~~ Michelle Overstreet.

Article VIII.

The property and affairs of this corporation shall be managed by a board of directors, which may be called a board of trustees, if so provided in the bylaws. The composition of the board of directors, including qualifications therefor and the number thereof, shall be as prescribed in the bylaws, as amended from time to time, in accordance with the terms of the bylaws. Directors shall be elected or appointed in the manner and for the terms as provided in the bylaws.

Article IX.

~~A~~ No member of the board of directors of this corporation ~~is not, as such,~~shall be personally liable for the acts, debts, liabilities or obligations of this corporation.

Article X.

This corporation may agree to the terms and conditions upon which any director, trustee, officer, employee or agent accepts his or her office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, trustee, officer, employee or agent of this corporation, any person who serves in any capacity authorized by the bylaws of the corporation, or any person who, at the request of this corporation, serves as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent authorized or permitted by the laws (including without limitation the statutes, case law and principles of equity) of the State of Missouri.

Article XI.

Upon dissolution of this corporation and after discharging all liabilities and obligations of this corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this corporation and after taking any other action required by law, any remaining assets of this corporation shall be distributed to any one or more organizations selected by the board of directors which are domestic corporations that qualify, or foreign corporations that would qualify if they were domestic corporations, as public benefit corporations under the Missouri Nonprofit Corporation Act and as organizations described in Section 501(c)(3) of the Code, or as otherwise then provided by law.

Article XII.

This corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Missouri, and all rights and powers conferred herein are granted subject to this reservation.

Article XIII.

The original incorporators of this corporation are Homer E. Paris, Jr., Donald M. Garnet, and Kearney Wornall.

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Document 2 ID	interwovenSite://WORKSITE/ACTIVE/58237509/2
Description	#58237509v2<ACTIVE> - Second Amended and Restated Articles of United Way of Greater Kansas City, Inc.
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