

ARTICLES OF INCORPORATION
OF
EWING MARION KAUFFMAN FOUNDATION
(as of December 17, 2001)

A Missouri Not For Profit Corporation

Be It Known That:

We, the undersigned, being actual persons of the ages of twenty-one years or more, desiring to form a corporation under The General Not for Profit Corporation Act of Missouri of 1953, and all amendments thereto, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is EWING MARION KAUFFMAN FOUNDATION.

ARTICLE II

The purposes for which this corporation is organized are:

To do any or all of the things hereinafter mentioned in the United States or any of its possessions, as fully and to the same extent as natural persons might or could do, viz.:

1. To conduct and carry on the work of the Foundation not for profit but exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals, in such manner that no part of its income or property shall inure to the private benefit of any donor, incorporator, director, officer, or individual having a personal or private interest in the activities of the Foundation, or to the benefit of any member of the family of, or any corporation controlled, directly or indirectly, by any such person, and in such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda or attempting to influence legislation or intervene in any political campaign on behalf of any candidate for public office.

2. Subject always to the provisions of paragraph 1 of this Article II, to undertake, promote, develop, and carry on religious, charitable, scientific, literary, or educational work; to establish and maintain in whole or in part religious, charitable, scientific, literary or educational agencies or institutions; and, without limiting the generality of the foregoing, in the absolute discretion of the Board of Directors, to provide, out of its annual net income, its corpus, or both (without limit as to the amount going to any one recipient, or in the aggregate, to all recipients), voluntary financial assistance, whether by donations, gifts, contributions, or in any other beneficial manner, to sick, aged, helpless, or needy individuals; to provide such voluntary financial assistance to or for the use of any and all associations, corporations, community chests, foundations, funds, trusts, organizations, institutions, societies, instrumentalities, or other agencies now or hereafter in existence, and organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes; and to provide such voluntary financial assistance to the United States, any state, territory, possession, or political subdivision thereof, for exclusively religious, charitable, scientific, literary, or educational purposes.

3. Subject always to the provisions of paragraph 1 of this Article II, to receive and take by gift, grant, assignment, transfer, devise, or bequest, or otherwise, from any person, firm, corporation, trust, association, or foundation, any money or property, whether real, personal, mixed or otherwise, all such money or property to be thereafter held, managed, and/or disposed of exclusively for religious, charitable, scientific, literary, or educational purposes as herein set forth.

4. Subject always to the provisions of paragraph 1 of this Article II, to have and to exercise all powers necessary or incident to carrying out its corporate purposes; to exercise all other powers permitted by law, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation organized exclusively for the religious, charitable, scientific, literary, or educational purposes aforesaid.

ARTICLE III

The duration and number of years the corporation is to continue shall be perpetual.

ARTICLE IV

The name and address of each incorporator are as follows:

<u>Name</u>	<u>Address</u>
Ewing M. Kauffman	5955 Mission Drive Shawnee Mission, KS
Muriel I. Kauffman	5955 Mission Drive Shawnee Mission, KS
Charles L. Hughes	4100 W. 95th Leawood, KS

ARTICLE V

The number of directors constituting the first board of directors shall be THREE (3), and the name and address of each such director are as follows:

<u>Name</u>	<u>Address</u>
Ewing M. Kauffman	5955 Mission Drive Shawnee Mission, KS
Muriel I. Kauffman	5955 Mission Drive Shawnee Mission, KS
Charles L. Hughes	4100 W. 95th Leawood, KS

ARTICLE VI

The address of the corporation's initial registered office in this state is 1100 Commerce Trust Building, Kansas City, Missouri, and the name of the corporation's initial registered agent at such address is R. Eugene McGannon.

ARTICLE VII

The corporation shall have no members.

ARTICLE VIII

The Board of Directors may alter, amend, or repeal the by-laws or adopt new by-laws.

ARTICLE IX

The Board of Directors at any time existing may dissolve the corporation upon the adoption of a resolution to dissolve by an affirmative vote of a majority of the directors in office.

ARTICLE X

In the event of any liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary or by operation of law, all assets of the corporation remaining after the satisfaction and discharge of all liabilities and obligations of the corporation shall be distributed to such corporations, community chests, funds or foundations, organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, as the then Board of Directors, or in default thereof, as a court, shall determine.

ARTICLE XI

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

2. The corporation shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

5. The corporation shall not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XII

The corporation is hereby authorized to indemnify any person who is or was a director, officer, employee or agent of the corporation or any person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent provided by law. The indemnity authorized by this Article XII, or any lesser indemnity that the corporation is authorized to give, may be set forth in the by-laws of the corporation or in any agreement with any such person.

Adopted January 17, 1966

Amended July 21, 1971; December 16, 1987; December 17, 2001