

ARTICLES OF INCORPORATION

1/14/83

OF

D-782763

KANSAS CANOE ASSOCIATION

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We, the undersigned incorporators, hereby associate ourselves together to form and establish a corporation NOT-FOR-PROFIT under the laws of the State of Kansas.

FIRST: The name of the corporation is KANSAS CANOE ASSOCIATION.

SECOND: The location of its principal office in the State is 616 Pennsylvania, Wichita, Sedgwick County, Kansas, 67214.

THIRD: The location of its registered office in the State is 215 East Eighth Street, Topeka, Shawnee County, Kansas, 66603; and the registered agent is H. Philip Elwood, 215 East Eighth Street, Topeka, Shawnee County, Kansas, 66603.

FOURTH: This corporation is organized NOT-FOR-PROFIT and the objectives and purposes of this corporation shall be to promote social welfare through the improvement of recreational opportunities for the sport of canoeing and related activities including development of canoeing skills and courtesy, water safety, increased utilization of Kansas rivers, lakes and other waterways. The purposes of the corporation are further expanded and supplemented by the following additional purposes:

- a. To develop and disseminate detailed information concerning recreational use of Kansas waterways for canoeing.
- b. Promote, organize and conduct group canoe and camping activities on waterways and lakes located within the State of Kansas and elsewhere.
- c. To support legislation relating to access and usage of lakes and waterways.
- d. Organize, prepare and conduct training in canoeing and related water safety skills.
- e. To engage in any lawful act or activity for which NOT-FOR-PROFIT corporations may be organized under the Kansas General Corporation Code.

FIFTH: The corporation shall have no authority to issue capital stock. The amount of capital with which this corporation will commence business is none. The conditions of membership shall be fixed by the Bylaws.

SIXTH: The term for which this corporation is to exist is perpetual.

SEVENTH: The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
T. J. Hittle	Box 83, Manhattan, Ks 66502
Dean Wilcox	3509 SE Highland, Topeka, Ks 66605
Mike Hartmetz	234 N Armour, Wichita, Ks 67206

EIGHTH: Upon incorporation, the powers of the incorporators shall cease. The business and affairs of the corporation shall be managed by a Board of Directors as provided by the Kansas General Corporation Code. The exact number of directors and the means of their election shall be fixed by the Bylaws.

NINTH: Bylaws of the corporation may be adopted by the Board of Directors at any regular or special meeting called for that purpose, so long as the same are consistent with the provisions of these Articles. The Bylaws may be amended by the Board of Directors or members as specified in the Bylaws.

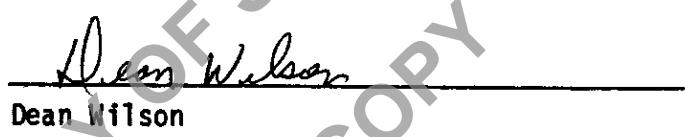
TENTH: For the conduct of the affairs of the corporation, in further definition, limitation and regulation of the powers of the corporation and its directors and members, it is further provided:

1. The Board of Directors is expressly authorized and empowered:
 - a. To make, alter, amend or repeal the Bylaws in any manner consistent with the laws of the State of Kansas or these Articles of Incorporation, subject to the power of the members to amend, alter or repeal the Bylaws made by the Board of Directors.
 - b. To determine the manner in which the votes of members for the election of directors shall be evidenced which need not be by written ballot.
2. The private property of the members of this corporation shall not be liable for its corporate debts.
3. The voting power of this corporation shall be equal and each membership shall have one vote.
4. Any director or officer elected or appointed by the members or by the Board of Directors may be removed at any time in such manner as shall be provided in the Bylaws of the corporation.
5. No part of the net income of the corporation shall inure to the benefit of, or be distributable to, its members, officers and directors, 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 powers and purposes of this corporation subject to the further limitations and conditions that only such powers shall be exercised as are in furtherance of the exempt purpose of organizations set forth in Section 501(c) (4) of the Internal Revenue Code, as amended, and its regulations as they now exist or as they may hereafter be amended. Notwithstanding any other provisions of the governing instruments of the corporation, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c) (4) of the Internal Revenue Code, as amended, and its regulations as they now exist or as they may hereafter be amended.
6. Upon the dissolution or winding up of this corporation, the Board of Directors shall, after 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 which are in furtherance of authorized exempt purposes of organizations set forth in Section 501(c) (4) of the Internal Revenue Code, as amended, and its regulations as they now exist or as they may hereafter be amended, or to such organization or organizations as are organized and operated exclusively for charitable, educational, or recreational purposes and shall at the time qualify as an exempt organization or organizations under the provisions of the Internal Revenue Code, as amended, and its regulations as they now exist, or as they may hereafter be amended, as the Board of Directors shall determine. Any assets of the corporation not so disposed of by the Board of Directors shall be disposed of by the District 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, said organization or organizations being organizations which are organized and operated exclusively for the promotion of social welfare, charitable, educational or recreational purposes.
7. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them or between this corporation and its members or any class of them, any court of competent jurisdiction within the State of Kansas, on the application in a summary way of this corporation or of any creditor or member thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 98 (17-6808) of the General Corporation Code of Kansas, may order a meeting of the creditors or class of creditors, or of the members or class of members of this corporation,

as the case may be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of creditors or class of creditors, or three-fourths of the members or class of members of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement of the said reorganization, if sanctioned by the court to which said application has been made, shall be binding on all the creditors or class of creditors, or an all the members or class of members of this corporation, as the case may be, and also on this corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names as incorporators of KANSAS CANOE ASSOCIATION, this 1st day of December, 1982.


T.J. Hittle

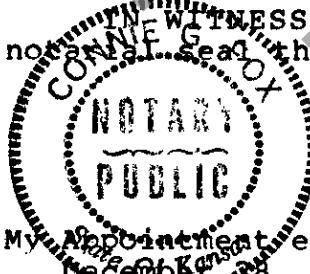

Dean Wilson
Dean Wilson


Jake Hartmetz
Jake Hartmetz

STATE OF KANSAS)
) ss:
COUNTY OF SHAWNEE)

BE IT REMEMBERED, that on this 30th day of December, 1982, before me, the undersigned, a Notary Public in and for the County and State aforesaid, came T. J. Hittle, Dean Wilson and Jake Hartmetz, who are personally known to me to be the same persons who executed the foregoing Articles of Incorporation and they duly acknowledged the execution of the same as their free and voluntary act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and affix my notarial seal the day and year last above written.




Connie G. Fox, Notary Public