

State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

ARTICLES OF INCORPORATION

OF A

GENERAL NOT FOR PROFIT CORPORATION

(To be submitted in duplicate by an Attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

We, the undersigned,

(Not less than three)

Name	Number	Street	Address City	State
Eugene Lowman	204	Hunt	Liberty	Missouri
Robert Cole	6	N Main	Liberty	Missouri
John Basham	57	Fulkerson	Liberty	Missouri
Wayne Brodbeck	1175	Elizabeth	Liberty	Missouri
Ron Konzak	Box 168	R# 3	Liberty	Missouri

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is: LIBERTY SERTOMA CLUB
- The period of duration of this corporation is: Perpetual
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Missouri is: No. 6 North Main Street
in the City of Liberty (Zone)) County of Liberty and
the name of its initial Registered Agent at said Address is: Robert Cole
- The first Board of Directors shall be: FIVE in number, their names and addresses being as follows:
(Not less than three)

Name	Number	Street	Address City	State
Eugene Lowman	204	Hunt	Liberty	Missouri
Robert Cole	6	North Main	Liberty	Missouri
John Basham	57	Fulkerson	Liberty	Missouri
Wayne Brodbeck	1175	Elizabeth	Liberty	Missouri
Ron Konzak	Box 168	R # 3	Liberty	Missouri

- The purpose or purposes for which the corporation is organized are:
To promote acquaintance, friendship and fellowship as an opportunity for service.
To encourage and foster the ideal of service and to provide opportunity for its members to be of service to youth, to less fortunate of their fellowmen and to the community.
To create higher business and civic principles and to promote co-operation in all business and civic affairs.
To provide recognition of all worthy classifications of business, professions and other fields of endeavor as dignified occupations, worthy of serving mankind.
To provide through its club meetings opportunity for the full and free discussion of matters of public interest.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

APR 29 1970

Corporation Dept. SECRETARY OF STATE

To promote in every way the freedom of individuals and the maintenance of the principles of free enterprise; to encourage good government and good citizenship; and to further mutual tolerance and understanding among all peoples.

(NOTE): Any special provision authorized or permitted by Statute to be contained in the Articles of Incorporation may be inserted above.)

FILED AND CERTIFICATE OF
INCORPORATION ISSUED
APR 29 1970
James Crainpatrick
Corporation Dept. SECRETARY OF STATE

(INCORPORATORS MUST SIGN BELOW)

Robert L Cole
Ron Konzak
Eugene Lowman
John Basham
Incorporators

VERIFICATION

STATE OF Missour
County of Clay

I, P.B. Rogers, a Notary Public, do hereby certify that on the 27th day of April, 1970, Robert L. Cole, Wayne Brodbeck, Ron Konzak, Eugene Lowman and John Basham

personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day and year above written.

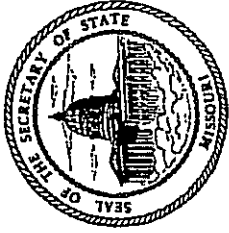
NOTARIAL SEAL

P.B. Rogers
Notary Public

My commission expires: 7-1-72

NR-10192

No.....MP-10192...



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of _____

LIBERTY SERTOMA CLUB

have been received and filed in the office of the Secretary of State and which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri;

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare _____

LIBERTY SERTOMA CLUB

a body corporate, duly organized this day, that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is _____

No. 6 North Main, Liberty.

and that its period of existence is perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 29th day of April, 19 70

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF: LIBERTY SERTOMA CLUB

Ten and no/100 *****Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

Corrinthiana Miller
Deputy Collector of Revenue

No.....MP-10192

ARTICLE III - Fees and Dues

Section 1. Admission Fee. The admission fee shall be Thirty-five (\$35.00) Dollars for active members and _____ (\$ _____) for associate members, the payment of which shall be a condition precedent of membership.

(a) Transfer of Membership. A member in good standing in another club of Sertoma International, moving to the territorial limits of this club and making application herein for an open classification, shall be entitled to admission to this club without the payment of an additional admission fee, but shall be required to pay the regular annual dues.

(b) Reinstatement. A member who is re-admitted to membership shall be entitled to admission without payment of an additional admission fee, unless such previous membership shall have been as a representative of a firm, partnership or corporation in which such membership was vested and for which membership he is no longer entitled.

Section 2. Club Dues. The quarterly dues of all "A" Members, except honorary members, shall be Ninety (\$90.00) Dollars. The "B" Membership quarterly dues shall be Fifty (\$50.00) Dollars. The "B" Members are also required to pay a fee of Eight (\$8.00) per meeting in which a meal is served. *As amend as Board*

Section 3. International Dues. Dues, magazine subscriptions, and membership fee to Sertoma International shall be payable in accordance with the constitution and by-laws of Sertoma International, as amended.

Section 4. District Dues. Dues and fees of the district to which this club is assigned shall be payable in accordance with the constitution and by-laws of Sertoma International and the decisions of the district convention.

ARTICLE IV - Funds and Disbursements

Section 1. Two (2) Funds. The monies of the club shall be deposited in two (2) funds which shall be kept separate and accounted for separately. The first shall be the General Fund, into which dues and fees shall be paid by members, and from which disbursements shall be made for the general operating expenses of the club.

The second fund shall be the Sponsorship Fund, into which shall be deposited the income from such events and activities as are carried on for charitable and sponsorship purposes, and from which disbursements shall be made solely for such sponsorship and charitable purposes.

Section 2. Expenditures. All expenditures shall be approved by the board of directors. All disbursements shall be paid by check, which shall be signed by the treasurer and countersigned by the president or any vice-president.

Chairman of committee & treasurer or plus

Sponsorship stuff

3 member committee

ARTICLE V - Organization of Committees

Section 1. First Meeting. The president-elect of the club shall within ten (10) days following the annual election call a meeting of the newly elected officers and directors, as well as the directors holding over, for the purpose of assigning to each officer and director the committees of which such officer or director is to have charge during the ensuing year. It shall be the duty of the president-elect to conduct an annual club leadership conference for officers, directors and committee chairmen, preferably in the month of June, just prior to the beginning of the administrative and fiscal year, July 1.

Section 2. Committees Appointed. Within thirty (30) days thereafter, a second meeting of such newly elected officers and directors shall be held, at which meeting committees shall be appointed by the respective officer or director in charge of such committees.

Section 3. Committee Reports. At the first meeting of the board of directors after July 1st in each year, each board member shall make a report to the board in writing of the plans of the committee(s) under his direction for their operation during the year. Such report may be accepted, amended or rejected by the board.

ARTICLE VI - Committees

The following shall be the standing committees and shall be appointed by the officer or director in charge thereof as provided in Article V, subject to the approval of the board of directors:

1. Membership Committee
2. Program Committee
3. Sponsorship Committee
4. Social Committee
5. The Public Relations Committee

In addition we will be adding the following committees:

- a. Serteens Committee
- b. Golf Tournament Committee
- c. Trap Shoot Committee
- d. Flag Committee
- e. Service to Mankind Committee
- f. Freedom and Heritage Committee
- g. Wine Tasting Committee

Each committee shall consist of not less than three (3) members.

ARTICLE VII - Duties of Committees

Section 1. The Membership Committee. Under the supervision of one of the vice-presidents, designated by the president, this vice-president shall formulate and put into operation plans for obtaining new members.

Section 2. The Program Committee. Under the supervision of one of the vice-presidents, designated by the president, this vice-president shall arrange a program and entertainment for every meeting of the club.

Section 3. The Social Committee. Under the supervision of one of the directors, designated by the present, this director shall have charge of all social activities of the club.

Section 4. The Public Relations Committee. Under the supervision of one of the directors, designated the president, this director shall enlighten the public through the press and other media concerning the ideals, aims and purposes and acts of Sertoma Clubs in general, and this club in particular.

Section 5. The Serteens Committee. This committee chair shall be responsible for the co-ordination of all activities, as well as be the working liaison between the Liberty Sertoma Club, the Serteen's Club and the Liberty Public School District.

Section 6. The Golf Tournament Committee. This committee chair shall be responsible for the organization and operation of the Annual Pit Lowman Golf Tournament.

Section 7. The Trap Shoot Committee. This committee chair shall be responsible for the co-ordination and operation of the fund shoot trap shoot.

Section 8. The Flag Committee. This committee chair shall be responsible for the co-ordination and operation of the putting up the flag at designated times.

Section 9. The Service to Mankind Committee. This committee chair shall be responsible for the Annual Service to Mankind Selection and Banquet, as well as the Sertoma of the Year Selection and Roasting.

Section 10. Freedom and Heritage Committee. This committee chair shall be responsible for obtaining from Sertoma International copies of the Declaration of Independence and the Bill of Rights. This committee chair shall also be responsible for the co-ordinating attendance of either committee chair, or other Liberty Sertoma Club Members, to disburse to every fourth grade student in the Liberty Public School District, as well as St. James Catholic School, a copy of the Declaration of Independence and a

copy of the Bill of Rights in connection with the curriculum as directed by the fourth grade teachers at the individual schools.

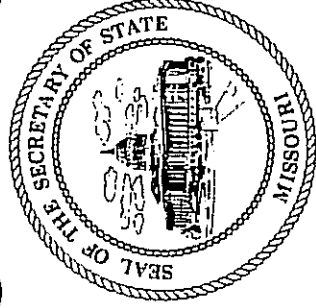
Section 11. Wine Tasting Committee. This committee chair shall be responsible for the Annual Wine Tasting Affair and the co-ordination of the meal that will be served, the wines to be obtained and the disbursement of same.

ARTICLE VIII - Attendant at Meetings

Section 1. Attendance at Meetings. It shall be the dictate of the Liberty Sertoma Club that there shall be no attendance policy for either "A" Members or "B" Members. While attendance is requested of all members, and acknowledged as an important part of the success of the Liberty Sertoma Club, there shall be no requirement for any member to attend a certain number of meetings.

Omission of balance of Article VIII

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
LIBERTY SERTOMA CLUB

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 29TH DAY OF APRIL, 1970, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 5TH DAY OF MAY, 1997.

Rebecca McDowell Cook
Secretary of State



- (7) Attendance
- (8) Reception
- (9) Social
- (10) Publicity
- (11) Sick and Visitation

Each committee shall consist of not less than three members.

ARTICLE VII — Duties of Committees

Section 1. The Membership Committee, under the supervision of one of the vice-presidents designated by the president, shall formulate and put into operation plans for obtaining new members.

Section 2. The Eligibility and Classification Committee, whose names shall not be disclosed, shall investigate the character, business and general standing of applicants for membership, and shall place its recommendations before the board of directors (as set forth in Article III, Section 7 of the constitution).

Section 3. The Program Committee, under the supervision of one of the vice-presidents designated by the president, shall arrange a program and entertainment for every meeting of the club.

Section 4. The Sponsorship Committee, under the supervision of one of the vice-presidents designated by the president, shall study local charities and the benevolence field, and draw up a program of sponsoring some worthy activity under this heading for adoption by the board, and shall have general supervision over the sponsorships so adopted.

Section 5. The Extension Committee, under the supervision of one of the directors designated by the president, shall be responsible for the building of new Sertoma clubs in the surrounding territory.

Section 6. The Inter-Club Relations Committee, under the supervision of one of the directors designated by the president, shall promote activities and fellowship with other Sertoma clubs and promote participation in district, regional and international conventions, meetings and conferences and any sports or social functions of the district.

Section 7. The Attendance Committee, under the supervision of one of the directors designated by the president, shall be assigned the responsibility for securing and maintaining a full attendance at all club meetings.

Section 8. The Reception Committee, under the supervision of the sergeant-at-arms, shall greet all members and guests as they arrive at meetings and see that the new members are properly introduced and welcomed.

Section 9. The Social Committee, under the supervision of one of the directors designated by the president, shall have charge of all social activities of the club.

Section 10. The Public Relations Committee, under the supervision of one of the directors designated by

the president, shall enlighten the public through the press and other media, concerning the ideals, aims and purposes, and acts of Sertoma clubs in general and this club in particular.

Section 11. The Sick and Visitation Committee, under the supervision of the secretary, shall visit the sick, take care of flowers for the sick room in the name of the club, and undertake such other duties indicated by its title.

ARTICLE VIII — Attendance at Meetings

Section 1. Attendance Requirements. Any member who shall have been absent from four consecutive meetings or from forty per cent (40%) of such meetings during the six months ending with any regular meeting, shall be considered delinquent in his attendance.

The secretary shall, upon or before the last Friday of each month, transmit to the officer or director in charge of the attendance committee a list of the members who are delinquent in attendance. The officer or director in charge of the attendance committee shall make, or cause to be made, an investigation of the reasons for such absence or absences and shall present the list, together with his findings in relation thereto, at the next meeting of the board of directors.

If in the opinion of the board of directors, any membership should be forfeited for non-attendance the board shall instruct the secretary to notify the delinquent member, by registered mail, that his membership has been suspended, and that unless a request for re-instatement, accompanied by an explanation of the delinquency complained of, and an assurance of future observance of the regulations of the club, be received by the secretary within ten days from date of the notification of suspension, such suspension will automatically become permanent, the membership forfeited and the classification vacated. Provided, however, that absence from the city, unavoidable business engagements, illness of the member or of any member of the member's family may be accepted by the board as a satisfactory explanation of such non-attendance.

Section 2. Associate Members. The provisions above set out shall apply equally to active, associate and reserve members and shall not be construed so that the regular attendance of an associate member shall be accepted to be a regular attendance by an active member.

Section 3. Exemptions. Senior-active and honorary members shall not be obliged to attend regular club meetings and shall not be counted for the purpose of recording attendance.

Section 4. Absence Make-Up. A member may make up an absence by attending, within one week prior to or one month following the meeting from which he is absent, one of the following: (1) a meeting of another Sertoma club (such attendance to be attested by a certificate signed by the secretary of the club

he attends), (2) a meeting of his club's board of directors, (3) a district conference, (4) a district convention, (5) an International convention, (6) an International board meeting, or (7) a meeting of another organization held at the same time as his club meeting or at such time and place as to require his absence from a club meeting, providing that he is attending such meeting as an official representative of his Sertoma club, his district or Sertoma International.

ARTICLE IX — Nominations and Elections

Section 1. Nominating Committee. At the first meeting of the club in March of each year, the board of directors shall appoint a nominating committee, which committee shall consist of at least five active members, one of whom shall be designated as chairman.

Section 2. Nominations. The nominating committee shall nominate one or more candidates for each office and three candidates or more for the three expiring terms of directors on the board.

Section 3. Nominating Committee Report. At the club meeting two meetings prior to the annual meeting (the first meeting in April), the nominating committee shall make its report. At the next meeting, being the one preceding the annual meeting, additional nominations may be made from the floor for any office or for the board of directors. At its annual meeting the club shall vote on all candidates thus nominated.

Section 4. Balloting. With the exception hereinafter noted relative to directors, a majority of all votes cast shall be necessary for the election to any office. In the event that any ballot cast does not show a majority for any nominee for the office, the balloting shall continue until such majority shall have been obtained by one of the nominees. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped and on each succeeding ballot the same procedure shall be followed until some nominee shall receive the majority of all votes cast.

In the event more men are nominated for the offices of director than there are expiring terms, then only one ballot shall be taken, and those receiving the highest number of votes cast shall be elected.

ARTICLE X — Parliamentary Authority

"Robert's Rules of Order" shall be the parliamentary authority for all matters or procedure not specifically covered by these by-laws.

ARTICLE XI — Amendments

These by-laws may be amended by the board of directors at any meeting of such board upon a two-thirds vote of the entire membership of the board. Amendments to the by-laws shall become effective only upon approval by the board of directors of Sertoma International.

OFFICIAL RECORD

Adopted 6 June 1968..

..... Sertoma Club of Liberty, Missouri

Name of Club

By *[Signature]*

President

..... *[Signature]*

Secretary

RATIFICATION

Approved 19.....

SERTOMA INTERNATIONAL

..... Managing Director