

October 26, 2016

Restated Articles of Incorporation  
Of  
Freedom Frontier National Heritage Area, Inc.

The undersigned officer by and on behalf of Freedom Frontier National Heritage Area, Inc. hereby amends and restates its Articles of Incorporation, originally filed June 5 2002, as follows:

First: the name of the corporation is Freedom Frontier National Heritage Area, Inc.

Second: The location of its registered office in this state is 200 West 9<sup>th</sup> Street, Box 526, Lawrence, Kansas 66044.

Third:

(a) This corporation is organized NOT FOR PROFIT and the purpose for which it is formed are as follows: This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and as it may hereafter be amended. The purpose of the corporation is to serve as a forum for the exchange of ideas among its members and other citizens; to maintain a strong sense of place and community among the persons, families, neighborhoods, towns, and cities of the area. The further purpose of the organization is to preserve, promote and interpret significant related sites. In connection therewith, the corporation shall have the power either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and activities for which a not for profit corporation may be organized under the Kansas General Corporation Code and to engage in any and all lawful acts which may be necessary desirable, or proper for the furtherance and accomplishment of the purposes for which the corporation is organized.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer, of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) of any political campaign on behalf of any candidate for public office.

(c) Notwithstanding anything herein to the contrary, the corporation shall not conduct any activities not permitted to be conducted (1) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or (2) by an organization described in Section 170(c)(2) of such Code and its Regulations as they now exist or as they may hereafter be amended.

(d) Upon the dissolution of the corporation the assets of the corporation shall be distributed exclusively to one or more charitable, religious, literary, or educational organizations which would then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be thereafter amended.

Fourth: The corporation shall not have authority to issue capital stock, and the private property of the incorporator and members shall not be liable for the debts of the corporation.

Fifth: The members of the corporation shall have the power to make, amend, or repeal the bylaws of the corporation and shall have powers granted by Kansas laws and statutes. The number of members of the board of directors may be increased or decreased from time to time by amendment of the bylaws.

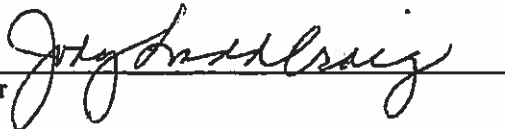
Sixth: The conditions of membership shall be fixed by the bylaws of the corporation.

Seventh: The name and mailing address of the corporation is as follows:

Freedom Frontier National Heritage Area, Inc.  
200 West 9<sup>th</sup> Street, Box 526  
Lawrence, Kansas 66044

Eighth: The personal liability of a director of the corporation for monetary damages for breach of fiduciary duty as a director is eliminated, provided that the liability of a director is not eliminated or limited (A) for and breach of the director's duty of loyalty to the corporation or its members, (B) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (C) under the provisions of K.S.A. 17-6424 and amendments thereto, or (D) for any transaction from which the director derived an improper personal benefit. The provisions of this article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this article becomes effective. The provisions of this article "eight" are adopted pursuant to the terms of K.S.A. 17-6605.

Chair



Attest:

Secretary

