

ASHLAND MUNICIPAL CENTER, INC.

BOARD OF DIRECTORS AGENDA

TUESDAY, DECEMBER 17, 2019 AT 6:00 P.M.

815 EAST BROADWAY, ASHLAND, MO.

1. Overview of Bylaws and process of loan application.
2. Election of Officers
  1. President
  2. Vice-President
  3. Secretary
  4. Treasurer
3. Adoption of By-laws
4. Adjournment

11-19-2019

A RESOLUTION

Adopting the Bylaws of a Not for Profit Corporation Known as Ashland Municipal Center, Inc.

Whereas, the City wishes to construct a new City Hall and Police Facility. The staff has been investigating a method to fund this project through the United States Department of Agriculture facility loan program. The USDA does not loan funds directly to a local government. They require that their funding be directed through a nonprofit corporation whose Board of Directors would be empowered to negotiate a loan on behalf of the corporation.

Whereas, the Missouri Secretary of State has received and approved the Articles of Incorporation submitted by Jeff Kays, our City Attorney, who is listed as the registered agent for the nonprofit named Ashland Municipal Center, Inc.

Whereas, the City Attorney has prepared the Bylaws of Ashland Municipal Center, Inc.


Whereas, the Board of Aldermen have reviewed the Bylaws and desires to adopt the Bylaws of Ashland Municipal Center, Inc.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF ALDERMEN OF THE CITY OF ASHLAND, MISSOURI AS, FOLLOWS:

Section 1. Bylaws of Ashland Municipal Center, Inc. a not for profit corporation attached as Exhibit A is approved and adopted.

Section 2. This resolution shall take effect immediately upon passage by the Board of Aldermen.

Passed and adopted this 19<sup>th</sup>, day of November, 2019.

  
Gene Rhorer, Mayor

Attest:

  
Darla Sapp, City Clerk

**BYLAWS OF**  
**ASHLAND MUNICIPAL CENTER, INC.**  
a not for profit corporation.

**Article I**

**NAME AND OFFICE**

Section 1: Name. The name of this corporation shall be Ashland Municipal Center, Inc.

Section 2: Principal Office. The principal office of the corporation in the State of Missouri shall be located in Ashland, Missouri, County of Boone.

Section 3. Registered Office and Agent. The corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office.

**Article II**

**Board of Directors**

Section 1. Directors in Lieu of Members or Shareholders. The corporation shall not have stockholders or members.

Section 2. Powers of the Board of Directors. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the corporation, to do or cause to be done any and all lawful things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (i) the Board of Directors shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a corporation organized as a nonprofit corporation under the Missouri Nonprofit Corporation Act, hereafter referred to as the "Act", (ii) none of the powers of the 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 the corporation, and (iii) all income and property of the corporation shall be applied exclusively for its nonprofit purposes and shall not inure to the benefit of any private entity or person.

Section 3: Number of Directors: Qualifications: The number of directors of the corporation to constitute the Board of Directors shall be seven (7). The number of

directors may be increased or decreased by amendment to these Bylaws in accordance with the Act: provided, however, that the number of directors shall in no event be less than three (3). Each director shall be a citizen of the United States of America and reside in the local community and service area of the Corporation. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

The Board of Directors shall be interlocked and the same as the Mayor and Board of Aldermen of the City of Ashland, a public body.

Section 4: Initial Board of Directors: The initial Board of Directors shall be those persons named in the Articles of Incorporation.

Section 5: Regular Meetings: An annual regular meeting of the Board of Directors shall be held without other notice than this bylaw on the first Tuesday in February. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings within the City of Ashland without other notice than such resolution.

Section 6: Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the City of Ashland for holding any special meeting of the Board of Directors called by them.

Section 7: Notice: Notice of any special meeting of the board shall be given at least two days previous thereto by written notice delivered personally or four days notice sent by mail or telegram, mailed to each director as his name appears on the records of the corporation. Any director may waive notice of any meeting.

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for this express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8: Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the of directors may adjourn the meeting from time to time without further notice.

Section 9: Manner of Acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. The board may also act by written consent or approval of all the directors of the corporation setting forth the action taken.

Section 10: Vacancies: Any vacancy occurring in the Board of Directors shall be filled by an appointment, not to exceed the remaining term, by the City of Ashland Board of Aldermen.

Section 11: Compensation: Directors as such shall not receive any compensation for their services as directors.

Section 12: Directors -- Residuary Powers: The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation.

Section 13: Directors -- Removal from Office: A director may be removed from office, for cause, by the vote of not less than a two-thirds majority of the existing Board of Directors, provided notice of such action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges preferred against him/her at least 10 days before such meeting. The director involved shall be given opportunity to be heard at such meeting. Any vacancy created by the removal of a director shall be filled an appointment by the City of Ashland Board of Aldermen.

Section 14: Directors -- Absence from Meetings: Any director who is absent from two (2) consecutive meetings without an excuse satisfactory to the board shall be deemed to have surrendered the office as director.

Section 15: Committees: A.) Committees not having the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon such Board or member by law.

B.) The Board of Directors shall have no authority to appoint an executive committee or any other committee having the authority of the Board of Directors.

Section 16: Directors -- Transfer of Directorship: Directorship in this corporation is not transferable or assignable.

Section 17: Proxies: (a) At any meeting of the Directors, a director entitled to vote may vote by proxy executed in writing by the director. No proxy shall be valid after eleven months from the date of its execution. A proxy may be canceled by notice executed by the member with like formality and delivered to the secretary.

(b) At each meeting of the directors, every director shall be entitled to vote in person or by proxy and shall be entitled to cast one vote. The votes for directors shall be by ballot. Only the person in whose name directorship is standing on the books of the corporation on the day of such meeting shall be entitled to vote in person or by proxy.

## ARTICLE III

### OFFICERS

Section 1: Officers: The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person.

Section 2: Election and Term of Office: The officers of the corporation shall be elected annually by the board at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 3: Removal: Any officer or agent elected or appointed by the board may be removed by the board by a majority vote of the remaining directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be held without prejudice to the contract rights, if any, of the person so removed.

Section 4: President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/She shall, when present, preside at all meetings of the board. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board from time to time.

Section 5: Vice-President: In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the board.

Section 6: Secretary: The Secretary shall keep the minutes of the board meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the

corporation, under its seal is duly authorized; keep a register of all directors and their post office addresses; prepare and cause to be delivered to the Secretary of State of Missouri, on forms prescribed and furnished by the Secretary of State, thirty days after the first day of July of each year, an annual report in compliance with the provisions of the statutes of the State of Missouri; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the board.

Section 7: Treasurer: The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President of the Board.

## ARTICLE IV

### ORDER OF BUSINESS

Section 1: Order of Business: The order of business at any regular or special meeting of the Board of Directors shall be:

- (a) Reading and disposal of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Section 2: Parliamentary Procedure: On questions of parliamentary procedure not covered by these bylaws, a ruling by the president shall prevail.

## ARTICLE V

### COMMITTEES

Section 1: Committee of Directors: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution; but the designation of such committees and the delegation thereto of

authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon it or him by law.

Section 2: Other Committees: Other committees not having and exercising the authority of the board in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The board from time to time may appoint to a committee local citizens that would benefit the corporation but are not members of the corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3: Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4: Chairman: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5: Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: Quorum: Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: Rules: Each committee may adopt rules for its own government inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE VI

### CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS

Section 1: Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.



Section 3: Checks, drafts, etc: All checks, drafts or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the President and countersigned by the Treasurer of the Corporation.

Section 4: Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies, or other depositories as the board may select.

Section 5: Gifts: The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

## **ARTICLE VII**

### **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by any director, or his agent or attorney, or any proper purpose at any reasonable time. The board shall cause an audit of the records of the corporation to be made each year by a competent auditor.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the thirty first day of December in each year.

## **ARTICLE IX**

### **ANNUAL DUES**

There shall be no annual dues.

## **ARTICLE X**

### **SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of Incorporation and the words, "Corporate Seal".

**ARTICLE XI**

**WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII**

**REPEAL OR AMENDMENT OF BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the directors present at any annual meeting of the directors, or at any special meeting of the directors called for such purpose, at which a quorum is present; provided however, no such action shall change the purposes of the corporation so as to impair its right and powers under the laws of said State, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its directors or to deprive any director without his express assent of rights, privileges, or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than 7 nor more than 30 days before such meeting and shall set forth such amendment.

KNOW ALL MEN BY THESE PRESENTS;

That the undersigned secretary of the corporation identified in the foregoing bylaws does hereby certify that the foregoing bylaws were duly adopted by the directors of said corporation, as bylaws of said corporation, on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ at a duly called and constituted meeting of the directors, and that they do now constitute the bylaws of said corporation.

(Corporate Seal)

\_\_\_\_\_  
Secretary

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

## CERTIFICATE OF AMENDMENT AND RESTATEMENT

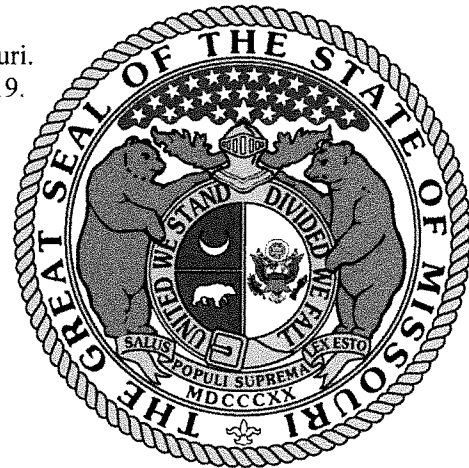
WHEREAS,

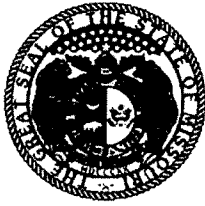
*Ashland Municipal Center, Inc.*  
*N000713085*

a corporation organized under the Missouri Nonprofit Corporation Law has delivered to me Articles of Amendment and Restatement of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment and Restatement of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended and restated in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this 3rd day of December, 2019.

  
Secretary of State





**John R. Ashcroft**  
**Secretary of State**  
**State of Missouri**

**ORDER SUMMARY**

December 05, 2019

**Order No:** 12343287

**Order Date:** 12/03/2019 07:07 PM

**Primary Filer:** JEFFREY R KAYS  
 509 E BROADWAY PO BOX 284  
 ASHLAND MO 650106501

**TOTAL DUE:** \$0.00

| Product Description                                | Ship Via | Qty | Pgs | Unit    | Extended | Amt Due |
|--|----------|-----|-----|---------|----------|---------|
| Amended and Restated Articles of Incorporation (D) | Email    | 1   | 0   | \$10.00 | \$10.00  | \$0.00  |

Regarding Entity: Ashland Municipal Center, Inc.  
 Item No: ORI-12032019-2878

|                 |  |  |  |        |        |        |
|-----------------|--|--|--|--------|--------|--------|
| Convenience Fee |  |  |  | \$1.25 | \$1.25 | \$0.00 |
|-----------------|--|--|--|--------|--------|--------|

**Order Total:** \$11.25 \$0.00

| Payer                  | Type    | Method  | Reference       | Amount         |
|------------------------|---------|---|-----------------|----------------|
| Kays, Jeffrey R.       | Payment | Credit Card                                     | 6755 / Y000989Y | \$10.00        |
|                        | Payment | Convenience Fees Collected by Payment Processor | 6755            | \$1.25         |
| <b>Total Payments:</b> |         |   |                 | <b>\$11.25</b> |

Convenience fees are not assessed, collected or retained by the state.  
 Any questions about your order? Please visit [www.sos.mo.gov/business](http://www.sos.mo.gov/business) or call toll free (866) 223-6535.



**State of Missouri**  
**John R. Ashcroft, Secretary of State**  
 Corporations Division  
 PO Box 778 / 600 W. Main St., Rm. 322  
 Jefferson City, MO 65102

**N000713085**  
**Date Filed: 12/3/2019**  
**John R. Ashcroft**  
**Missouri Secretary of State**

**Articles of Amendment  
 for a Nonprofit Corporation**  
*(Submit with filing fee of \$10.00)*

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is Ashland Municipal Center, Inc. Charter #: N000713085

2. The amendment was adopted on: 12/2/2019 and changed article(s) 6, 7 and 8 and add 9 To state as follows:  
*Month/day/year*

See document attached hereto

New Name (if applicable) \_\_\_\_\_

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):

4. If approval by members was required, check here and provide the following information:

A. Number of memberships outstanding \_\_\_\_\_

B. Complete either C or D:

C. Number of votes for and against amendment(s) by class was:

| Class: | Number entitled to vote: | Number voting for: | Number voting against: |
|--------|--------------------------|--------------------|------------------------|
| _____  | _____                    | _____              | _____                  |

D. Number of undisputed votes cast for amendment(s) was sufficient for approval, and was:

| Class: | Number Voting undisputed: |
|--------|---------------------------|
| _____  | _____                     |

The number of votes cast in favor of the amendments(s) by each class was sufficient for approval by that class.

5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained:

6. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: \_\_\_\_\_  
*(Date may not be more than 90 days after the filing date in this office)*

In Affirmations thereof, the facts state above are true and correct.

(The undersigned understands that false statement made in this filing are subject to the penalties provided under Section 575.040, RSMo)

|   |                        |              |                          |
|---|------------------------|--------------|--------------------------|
| <u>Jeffrey R. Kays</u>  | <u>JEFFREY R. KAYS</u> | <u>OTHER</u> | <u>12/03/2019</u>        |
| <i>Authorized Signature of officer or chairman of the board</i> | <i>Printed Name</i>    | <i>Title</i> | <i>Date of Signature</i> |

Name and address to return filed document:

Name: Jeffrey R. Kays

Address: Email: jeff@kayslaw.com

City, State, and Zip Code: \_\_\_\_\_



**State of Missouri**  
**John R. Ashcroft, Secretary of State**

Corporations Division  
 PO Box 778 / 600 W. Main St., Rm. 322  
 Jefferson City, MO 65102

**Articles of Amendment  
 for a Nonprofit Corporation**  
*(Submit with filing fee of \$10.00)*

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is: Ashland Municipal Center, Inc. N000713085  
Name Charter Number

2. The amendment was adopted on December 2, 2019 and changed article(s) 6, 7, and 8 and adds article 9 to state as follows:  
month/day/year

See attached

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):

4. If approval by members was required, check here and provide the following information:

- A. Number of memberships outstanding:
- B. Complete either C or D:
- C. Number of votes for and against the amendments(s) by class was:

| Class | Number entitled to vote | Number voting for | Number voting against |
|-------|-------------------------|-------------------|-----------------------|
| _____ | _____                   | _____             | _____                 |
| _____ | _____                   | _____             | _____                 |
| _____ | _____                   | _____             | _____                 |

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

| Class: | Number Voting undisputed: |
|--------|---------------------------|
| _____  | _____                     |
| _____  | _____                     |
| _____  | _____                     |

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained:

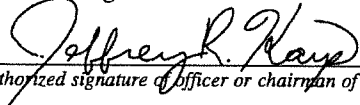
*(Please see next page)*

|   |
|---|
| Name and address to return filed document:          |
| Name: <u>Jeffrey R. Kays</u>                        |
| Address: <u>PO Box 284</u>                          |
| City, State, and Zip Code: <u>Ashland, MO 65010</u> |

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

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|   |                        |                     |             |
|---|------------------------|---------------------|-------------|
|  | <b>Jeffrey R. Kays</b> | <b>Incorporator</b> | 12/2/19     |
| <i>Authorized signature of officer or chairman of the board</i>                   | <i>Printed Name</i>    | <i>Title</i>        | <i>Date</i> |

Attachment to Articles of Amendment for a Nonprofit Corporation  
Filed December 3, 2019 for Ashland Municipal Center, Inc. N000713085

6. Will the corporation have members?  YES  NO

The corporation formed hereby shall have no capital stock. It shall be composed of a board of directors rather than members or shareholders. The corporation shall not have stockholders or members.

7. In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more non-profit corporations or public bodies as may be selected by the board of directors of this corporation and approved by at least 75 percent of the users or members to be used for, and devoted to, the purpose of a community facility project or other purpose to serve the public welfare of the community. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, directors, stockholders, or others having financial or managerial interest in the corporation either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

8. This corporation is organized not for profit under Chapter 355, R.S. of Missouri, and the objects and purposes to be transacted and carried on are to promote the general social welfare of the community and forth at purpose:

to acquire, construct, provide and operate a municipal government center and related facilities without regard to age, race, color, religion, sex, marital status, physical or mental handicap (must possess capacity to enter into a legal contract) or national origin; to acquire, improve, and operate any real or personal property or interest or rights therein or appurtenant thereto; to sell, convey, assign, mortgage, or lease any real and personal property; to borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and de liver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith ; and to do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

9. The first Board of Directors shall be seven in number, their names and addresses being as follows:

| <u>Name</u>      | <u>Number</u> | <u>Street</u>          | <u>City</u> | <u>State</u> | <u>Zip</u> |
|------------------|---------------|------------------------|-------------|--------------|------------|
| Gene Rhorer      |               | 403 N. Henry Clay Blvd | Ashland     | MO           | 65010      |
| Danny Clay       | PO Box 154    | 211 Bass St.           | Ashland     | MO           | 65010      |
| Leslie Martin    |               | 407 Ash St.            | Ashland     | MO           | 65010      |
| Jesse Bronson    |               | 307 Renee Dr.          | Ashland     | MO           | 65010      |
| Richard Sullivan |               | 402 Renee Dr.          | Ashland     | MO           | 65010      |
| Jeff Sapp        |               | 407 W. Broadway        | Ashland     | MO           | 65010      |
| Rick Lewis       |               | 600 Dogwood Ct.        | Ashland     | MO           | 65010      |