

ARTICLES OF INCORPORATION  
OF A

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

GENERAL NOT-FOR-PROFIT CORPORATION

JUN 22 1995

*Rebecca McDowell Cook*  
SECRETARY OF STATE

TO: THE HONORABLE REBECCA MCDOWELL COOK  
SECRETARY OF STATE  
STATE OF MISSOURI  
PO BOX 778  
JEFFERSON CITY MO 65102

We, the undersigned being natural persons of the age of eighteen (18) 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:

ARTICLE ONE

The name of the corporation shall be: Kingdom Christian Academy of Callaway County, Missouri.

ARTICLE TWO

The period of duration of the corporation shall be perpetual.

ARTICLE THREE

The address of its initial Registered Office in the State of Missouri is 28 North Eighth Street, Guitar Building, Suite 411, Columbia, MO 65201 and the name of its initial Registered Agent at said address is Mallory V. Mayse.

ARTICLE FOUR

The name and address of each incorporator is as follows:

Debra J. Love  
205 E. Elm  
Auxvasse, MO 65231

Mary G. Shively  
100 Collier Lane  
Fulton, MO 65251

Michael W. Haldeman  
601 Old Jefferson City Road  
Fulton, MO 65251

#### ARTICLE FIVE

The Board of Directors of this corporation consist of seven (7) members. The names and addresses of the initial Board of Directors of this corporation are as follows:

Gary D. Garrett  
1408 Mokane Road  
Fulton, MO 65251

Michael W. Haldeman  
601 Old Jefferson City Road  
Fulton, MO 65251

B. J. Chapman  
1993 State Road F  
Fulton, MO 65251

David T. Hurt  
6185 Cedar Oaks Drive  
Fulton, MO 65251

Kevin C. Schoolcraft  
7162 State Road UU  
Fulton, MO 65251

Mary G. Shively  
100 Collier Lane  
Fulton, MO 65251

Debra J. Love  
205 E. Elm  
Auxvasse, MO 65231

Hereafter, the number of Directors may be increased or decreased by amending the By-Laws of this corporation.

#### ARTICLE SIX

The purpose or purposes for which the corporation is organized is to establish and operate a Christian school for educational and religious instruction including a preschool program, kindergarten and grades one through twelve inclusive to glorify God through the lives of our students, families and staff; to provide a spiritual and academic environment of Christ-centered love, discipline and forgiveness in which personal growth in body, mind and spirit will flourish; to seek out those individuals who have realized God's call to serve in ministry to children and families in the areas of spiritual and academic teaching and discipline through Christlike love and encouragement; to enhance Godly parenting and spiritual training at the church by serving as an extension of the Christian home and church by assisting parents in equipping their children spiritually, academically and

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7. McNamee (Cok)

physically to become Godly and productive citizens, parents and servants of God without assuming God-given parental responsibilities or usurping the Biblical authority of parents, and to engage in any and all lawful activities related or incidental thereto including those exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE SEVEN

The corporation shall have no members.

#### ARTICLE EIGHT

The affairs of the corporation shall be managed by the Board of Directors. The manner in which they shall be elected and appointed, shall be provided in the By-Laws. An executive committee composed of members of the Board of Directors may be appointed by the Board in such manner and subject to such regulations as may be provided in the By-Laws, which committee shall have and may exercise all the powers of the Board which may be lawfully delegated when the Board is not in session, subject to such limitations as may be provided in the By-Laws or by resolution of the Board.

#### ARTICLE NINE

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 things and to engage in any and all activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized. The corporation may engage in any lawful act or activity for which corporations may be organized under the General Not-For-Profit Corporation Law of Missouri, Chapter 355, R.S.Mo., as now enacted or hereafter amended. Such acts and activities shall include but not be limited to the following specific powers in furtherance of the express purposes for which the corporation is created:

(a) To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or outside of this state for carrying on the purposes of this corporation.

(b) To borrow or raise money by conditions of any other lawful means for any of the purposes of the corporation and

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from time to time, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or nonnegotiable instruments, evidence of indebtedness and agreements; to secure the payment thereto and the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, whether at the time owned or hereafter acquired; and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(c) To invest its funds and own and operate such other interests of every kind for any lawful purpose, without limit as to the amount with any persons, firm, corporation or associate, with or without the security to indemnify this corporation.

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to the amount with any persons, firm, corporation or association, with or without the security to indemnify this corporation.

(e) To do all or any of the above things as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(f) To have and exercise all powers necessary to or incident to carrying out its corporate powers; to exercise all other rights, powers, and privileges permitted by law, and to possess and enjoy all rights, powers and privileges which now, or at any time hereafter, may be granted or exercised by a corporation organized under the General Not-For-Profit Corporation Law of Missouri which are made a part hereof by reference.

(g) Without limiting the powers which the corporation may lawfully exercise, the corporation shall have the express power to receive by gifts or otherwise, retain and expend funds or any property from any individual, partnership, corporation, business or any charitable or educational organization (including foundations).

(h) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including such instruments and undertakings as may be necessary to enable the corporation to secure the benefits under any municipal, state or federal law.

(i) The above enumerated powers are not to limit the scope of the enumerated purposes, but are for the purpose of establishing the related powers of the corporation and to pursue

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those intended purposes.

#### ARTICLE TEN

In all events and circumstances, and notwithstanding any merger, consolidation, reorganization, termination, dissolution or winding up of the corporation, voluntary or involuntary or by operation of law, or amendment of the Articles of Incorporation:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit 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, which are organized and operated exclusively for such purposes.

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