

KRIS W. KOBACH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

February 16, 2016

Daniel Bass
SOUTH CENTRAL KANSAS ECONOMIC DEVELOPMEN
200 W. Douglas Ave
Suite 710
Wichita KS 67202

RE: SOUTH CENTRAL KANSAS ECONOMIC DEVELOPMENT DISTRICT, INC.

ID #: 22-748-8


To The Corporation

A certified copy of the amendment that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your corporation's identification number is at the top of this letter.

jcb

AN 53-13	KANSAS SECRETARY OF STATE Not-For-Profit Corporation Certificate of Amendment	
	Kansas Office of the Secretary of State: Memorial Hall, 1st Floor (785) 296-4564 120 S.W. 10th Avenue kssos@sos.ks.gov Topeka, KS 66612-1594 www.sos.ks.gov	

3194 01 053 013 \$20.00	1	FILED BY KS SOS 02-16-2016 02:39:05 PM FILE#: 0227488
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This form must be complete and accompanied by the correct filing fee or the document will not be accepted for filing.


1. Business entity ID number <small>Not Federal Employer ID Number (FEIN).</small>	0227488
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2. Name of corporation <small>Must match name on record with Secretary of State.</small>	South Central Kansas Economic Development District, Inc.
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3. The articles of incorporation are amended as follows: PLEASE SEE ATTACHED.

4. The amendment was adopted in accordance with the provisions of K.S.A. 17-6602, 17-1608, or 17-7302.

5. Effective date	<input checked="" type="checkbox"/> Upon filing	<input type="checkbox"/> Future effective date:	Month	Day	Year
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6. I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct, and that I have remitted the required fee.					
Signature of Authorized Officer		Month	Day	Year	
X		2	8	2016	
Name of Signer (printed or typed)					
Phone Number	Sherdeil Breathett Sr.				

**CERTIFICATE OF RESOLUTION OF THE MEMBERS
SOUTH CENTRAL KANSAS ECONOMIC DEVELOPMENT DISTRICT, INC.**

At a regular meeting of the Members of South Central Kansas Economic Development District, Inc., held in Wichita, Kansas, on December 10, 2015, with a quorum being present, the following Resolutions were adopted by the affirmative vote of a majority of the Members:

WHEREAS, South Central Kansas Economic Development District, Inc. (hereinafter referred to as "SCKEDD") is a not for profit corporation in good standing created and existing pursuant to the laws of the State of Kansas; and

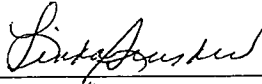
WHEREAS, K.S.A. 17-6002(c)(3) grants to not for profit corporations the right to amend their Articles of Incorporation from time to time and K.S.A. 17-6605 permits corporations to restate their Articles of Incorporation at the same time and believing it to be advisable and in the best interest of SCKEDD, the Board of Directors of SCKEDD on October 22, 2015, adopted a Resolution advising the Members that the Articles of Incorporation should be restated and amended in certain respects and, doing so, requires the consent and approval of the Members so that the Amended and Restated Articles of Incorporation may be filed with the Secretary of State with the State of Kansas; and

WHEREAS, the Members concur with the decision and advice of the Board of Directors and acknowledge that it is important and necessary to restate and amend the corporation's Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED that the Amended and Restated Articles of Incorporation of SCKEDD as recommended by the Board of Directors, a copy of which is attached hereto as Exhibit A, should be and hereby are ratified and approved by the vote of a majority of the Members.

BE IT FURTHER RESOLVED, that the corporate President is hereby directed and empowered to file a Certificate of this action with the Kansas Secretary of State for the State of Kansas in accordance with K.S.A. 17-6003 and amendments thereto.

I DO CERTIFY THAT THE FOREGOING RESOLUTIONS WERE ADOPTED on the 10 day of December, 2015, by a vote of majority of a quorum at the scheduled meeting of the Members of the South Central Kansas Economic Development District, Inc. at Wichita, Kansas.



Linda Snyder, Secretary-Treasurer

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH CENTRAL KANSAS ECONOMIC DEVELOPMENT DISTRICT, INC.,
ARTICLES OF INCORPORATION ORIGINALLY FILED MAY 19, 1972

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 as follows:

ARTICLE I

The name of this corporation shall be SOUTH CENTRAL KANSAS ECONOMIC DEVELOPMENT DISTRICT, INC.

ARTICLE II

This corporation is organized NOT for profit. Its objects and purposes to be transacted and carried on are: to join together the counties within the geographical area of Butler, Chautauqua, Cowley, Elk, Greenwood, Harper, Harvey, Kingman, Marion, McPherson, Reno, Rice, Sedgwick, and Sumner Counties, State of Kansas, as an Economic Development District, and such additional public agencies as may become members hereto and as afterwards provided; to promote economic development necessary to alleviate the depressed economy of the area; to form a district that qualifies for federal, state, and local development programs; to work to overcome economic, sociological, educational, cultural, transportation and governmental complexities where these common functions may be performed by one common entity to the mutual advantage of the parties and of the citizens of said area; to acquire and hold property for its use and incur expenses to carry out its functions; to form and cause to be formed from time to time as the Board of Directors deems necessary legal entities, including but not limited to corporations, trusts and other associations which shall be formed to promote and develop specific projects, each having as its primary aim the social and economic growth and development within the district, but limited to functions within the category for which it is specifically organized, setting forth in each instance that the respective legal entity shall be solely responsible for its contractual obligations and shall hold the corporation harmless from any and all claims or liabilities created by said legal entity.

In carrying out and effectuating its aforesaid objects and purposes, the corporation shall have and possess the following authorities and powers:

(a) To assist communities, both urban and rural, to stimulate the growth and expansion of small businesses within the defined area of operation of the South Central Kansas Economic Development District, Inc. (District) and other Kansas communities outside the District as may be approved by the Board of Directors.

(b) To own, hold, conduct, operate, manage, control, administer, invest, reinvest and keep invested any and all capital, funds, assets and property, both real and personal, of whatsoever kind or nature and wheresoever situate and howsoever acquired, including all net income and revenue realized therefrom, and to devote the same exclusively to the objects and purposes aforesaid.

(c) To accept, receive, take and acquire, from any person or source whatever, by gift, grant, devise, bequest, purchase, lease, exchange, transfer or otherwise, property and assets, both real and personal, of whatsoever kind or nature and wheresoever situate, all as the Board of Directors shall determine, and to use and devote any and all such property and assets exclusively for the purposes and objects aforesaid.

(d) To donate, disburse, contribute, distribute, use and otherwise devote all or any part of its property and assets, both real and personal, of whatsoever kind or nature and wheresoever situate, including its net income, to or for, but only to or for, the corporate objects and purposes aforesaid, including, but not limited to, the making of gifts and the donating of funds or property directly to, but only to, one or more corporations, community chests, funds or foundations organized and operated exclusively for religious, charitable, scientific, literary, aesthetic, cultural or educational purposes, or for the prevention of cruelty to children or animals, no substantial part of the activities of which shall be the carrying on of propaganda or otherwise attempting to influence legislation and which do not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, all as may be selected by the corporation's then Board of Directors.

(e) To loan money with or without security, taking in evidence thereof such obligations as it may deem proper, and taking and holding as security therefor any mortgages or liens upon real and personal property.

(f) To obtain security for any money loaned by it or any money due it and to take any action necessary for the collection thereof; to foreclose any mortgage upon real or personal property it may hold for security of the payment of any debts which may be due it; and to bring any actions in any court at any time and place for and on its own behalf or for and on behalf of others, for the collection of any sums due it or others or for the purpose of enforcing any obligations for any kind or nature due it or others.

(g) To execute any release of any mortgages or liens upon real or personal property; to make assignments of any notes or obligations due it; and to make any assignments necessary to transfer any mortgages or liens upon any real or personal property.

(h) To employ or otherwise obtain the services of servants, employees, independent contractors, managers and other assistants, and to enter into, make, perform, and carry out contracts and agreements of any and every kind with any person, firm, partnership or

corporation, and to do any and all things and perform any and all acts necessary or expedient for its corporate objects and purposes aforesaid.

ARTICLE III

The location of its registered office and principal place of business in the State of Kansas is 200 W. Douglas, Suite 710, Wichita, Kansas 67202. The name of the registered agent is the South Central Kansas Economic Development District, Inc. (SCKEDD), 200 W. Douglas, Suite 710, Wichita, Kansas 67202.

ARTICLE IV

A. The activities and affairs of the corporation shall be managed and controlled by a Board of Directors consisting of not less than one (1) director from each county member of this corporation, which directors shall be appointed by the Board of County Commissioners of the counties that join the corporation.

In order to reflect that elected officials from general governmental units of the District be a simple voting majority of the Board, to assure that no single group shall control and to assure that the principal interests of the District be duly represented on the Board, the composition of the Board shall be as follows:

- (a) A minimum of one (1) Director, being an elected Member or designated representative, from each county appointed by the County, with additional Directors appointed by said county based on population (from latest Census) as follows: one additional Director based on population from 25,000 up to 100,000, two additional Directors based on population from 100,001 – 250,000 and three additional Directors based on population of 250,001 or more. Additionally there will be three Directors appointed by the Board that represent the principal interest of the district (At-Large), including labor, business, education, agriculture, health, and minorities.
- (b) The corporation shall demonstrate that its governing body is broadly representative of the principal economic interests of the district area including the interests of its minority and low-income populations. [EDA regulation 13 CFR, Chapter III, §304.2, revised December 19, 2014].
- (c) Board representation must be made up of those with experience in internal controls, financial risk management, commercial lending, legal issues relating to commercial lending, and corporate governance. At least one (1) Board member must represent economic, community or workforce development. At least two (2) Board Directors must be commercial bankers. The total number of Directors shall be no less than nine (9) and not be more than twenty five (25).

B. An Executive Committee may be selected from the Board of Directors with terms of office, and duties to be set forth in the By-Laws of the corporation.

C. An Officer Committee shall be selected from the Board of Directors to elect a President, Vice-President and Secretary-Treasurer for the corporation with terms and duties as set forth in the By-Laws of the corporation.

ARTICLE V

This corporation shall not have the authority to issue capital stock.

ARTICLE VI

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, and all of the corporation's capital, assets, funds, property and net income shall be used and devoted exclusively for one or more or all of the purposes aforesaid solely and exclusively within the territorial limits of the United States of America.

No part of the corporation's earnings shall inure to the benefit of any officer, member of the Board of Directors or other member of the corporation, or any other private individual, corporation, business or organization, and no such officer, member of the Board of Directors or other member of the corporation, nor any other private individual, corporation, business or organization shall receive any pecuniary profit or benefit from the corporation or from its capital, funds, property, assets or net earnings, save and except such reasonable compensation as may properly be paid for services actually rendered and performed and the expenses incurred therein or for materials actually furnished to, for, or on behalf of the corporation in effectuating the aforesaid objects and purposes.

Upon expiration, dissolution or partial or complete liquidation of the corporation, none of its capital, property, funds or assets shall be distributed to any officer, member of the Board of Directors, or any other member of the corporation, or to any other private individual, corporation, company or organization, but all of such capital, property, funds and assets shall in such event be paid over, assigned, transferred and distributed to the one or more remaining signatory governmental agency members in equal shares, share or share alike. Upon termination of this corporation, the Board of Directors of the corporation shall be trustees for the distribution of the property and the proceeds of the distribution of such property in the hands of the corporation, and all remaining funds on hand shall be deposited with the Treasurer of the corporation, and the powers and functions of the corporation's Board of Directors as trustees for dissolution shall cease, and the governing bodies of the then signators shall succeed to all of the

powers and duties of the corporation insofar as it shall be necessary for them to wind up and conclude the affairs of the corporation.

ARTICLE VII

Membership in this corporation may be obtained by:

A. Being one of the following counties which have duly resolved in writing by their governing bodies to become members, paid their proportionate share of the advance for initial expenses, and as long thereafter as they have paid their current assessment, and duly appointed their representatives: Butler, Chautauqua, Cowley, Elk, Greenwood, Harper, Harvey, Kingman, Marion, McPherson, Reno, Rice, Sedgwick, and Sumner; all in the State of Kansas.

B. (1) Having applied for and been approved by a majority vote of the Board of Directors of the then signatory members in good standing; and

(2) Payment of annual fees assessed upon a per capita levy determined and justified by the budget for the upcoming year as approved by the Board of Directors. Assessment shall be based upon the latest United States Census figures for the entire District.

C. Additional eligible public agencies may become members of this corporation at any time hereafter by making written application to the Board of Directors for such membership in a form acceptable to the Board of Directors. Said application shall be made after an appropriate resolution authorizing the making of such application has been adopted by the governing board of the applying public agency. Within ninety (90) days of receipt of such application, the Board of Directors, by majority vote, shall:

(1) Determine said applicant to be either eligible or ineligible for membership, and

(2) Take positive action to accept such applicant if it is so found to be eligible.

And they shall remain members as long as they pay their current annual assessment. Other rules and conditions of membership may be fixed by the By-Laws.

ARTICLE VIII

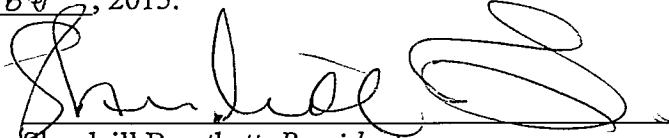
The initial incorporators were:

NAME	ADDRESS
Eugene Miller	Andover, Kansas
Richard Chamberlain	Newton, Kansas
Grace Malcolm	Wellington, Kansas

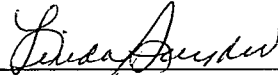
ARTICLE IX

The term for which this corporation is to exist is one hundred years.

In Testimony whereof, we have hereunto set our hands and affixed the seal of said corporation this 10 day of December, 2015.



Sherdeill Breathett, *President*



Linda Snyder, *Secretary-Treasurer*

STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)

Be it remembered, that before me Christie Henry, a Notary Public in and for the County and State aforesaid, came Sherdeill Breathett, President, Linda Snyder, Secretary-Treasurer of South Central Kansas Economic Development District, Inc., a corporation, personally known to me to be the persons who executed the foregoing instrument of writing as President and Secretary-Treasurer respectively, and duly acknowledged the execution of the same this 10 day of December, 2015.



Notary Public

My Appointment Expires:



I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: 2-16-2016
KRIS W. KOBACH
Secretary of State 