

# STATE OF KANSAS

OFFICE OF  
SECRETARY OF STATE  
BILL GRAVES



To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

STATE OF KANSAS  
SEDGWICK COUNTY  
FILED FOR RECORD AT  
3:50 P.M.

MAY 2 1988

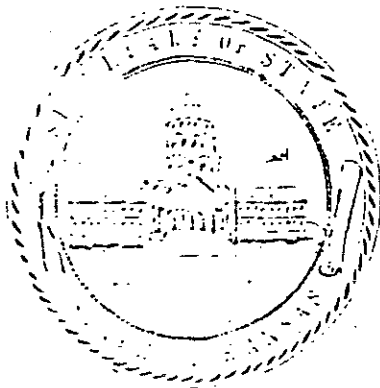
NO 9 44867

PAT KETTLER  
REGISTER OF DEEDS

*Ed Reed  
Deputy*

In testimony whereof:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka on the date below: APR 25 1988



*Bill Graves*

BILL GRAVES  
SECRETARY OF STATE

BY *Willa M. Roe*  
ASSISTANT SECRETARY OF STATE

1988  
1998  
2008

*Boyer, Donaldson & Stewart  
11030 First National Bank Bldg  
67202*

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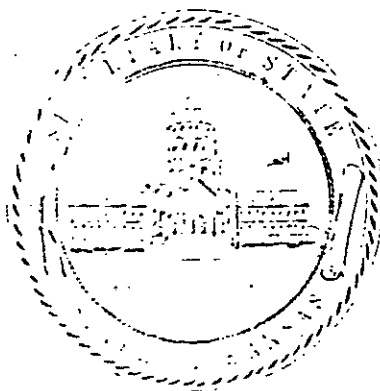
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ASSISTANT SECRETARY OF STATE

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1030 First National Bank Bldg  
67202*

SECRETARY OF STATE  
KANSAS

ARTICLES OF INCORPORATION

OF

GLOBAL LEARNING CENTER, INC.

WE, the undersigned incorporators, hereby establish a corporation NOT-FOR-PROFIT under the laws of the State of Kansas, and state:

FIRST: Name. The name of the Corporation is:

GLOBAL LEARNING CENTER, INC.

SECOND: Registered Office and Registered Agent.

The registered office of the corporation is in Sedgwick County, Kansas at 1030 First National Bank Building, 106 West Douglas, Wichita, Kansas 67202. The resident agent at that address is Kenneth P. Stewart.

THIRD: Not-for-Profit Purposes. This organization is organized not-for-profit and shall have no authority to issue capital stock. Its purposes are:

1. General Purpose: This Corporation is organized exclusively for charitable, educational and scientific purposes.
2. Specific Purpose: This Corporation's specific purpose is to engage in research, education and service in the area of global learning to involve greater numbers of the people of Wichita and the surrounding area in constructive international dialogue; to help visitors from abroad more fully to understand Kansans; and to involve large numbers of persons in the discovery of workable solutions to the problems of the globe.

To achieve its specific purpose, this Corporation proposes:

2.1 To establish an independent international dialogue and global learning organization; to serve as a focal point for present international educational and exchange efforts; and to become an organization capable of serving many persons and groups, including those not now being helped, to gain global knowledge and international understanding.

FOURTH: Powers of the Corporation.

1. General Powers: This Corporation shall have authority to exercise each and every power permitted to be exercised by a corporate entity organized not-for-profit under the laws of the State of Kansas or under the applicable laws of other states in which the Corporation is authorized to do business.
2. Specific Powers: Without limiting the generality of the foregoing, this Corporation shall have power:
  - (a) Property. To acquire, purchase, hold, lease, mortgage and pledge such real or personal property in Kansas, other states of the United States, and elsewhere, as shall be necessary and

convenient to the transaction of its business and the realization of its purposes.

- (b) Contracts. To make contracts, including contracts of guaranty and suretyship, incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or other encumbrance of all or any of its property, franchises and income.
- (c) Gifts and Grants. To solicit, receive and hold any property, real or personal, given, devised, bequeathed, given in trust, given by state, federal, local and private grant, transferred, or otherwise made over to said Corporation for its use or benefit. It shall manage, administer and control such property so received, including the investment, disbursement and transfer thereof. In all events, except where law or public policy is contrary, the Corporation shall follow the specific instructions or limitations given in writing by a donor, grantor, testator, or other transferor of such property.
3. Limitation on Use of Earnings: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for expenses incurred and services actually rendered by such persons for the benefit of the Corporation in furtherance of its purposes.
- \* 4. No Political Activities: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
5. Foundation Status: If, for any period of time (and notwithstanding any other provisions of the governing instruments of this Corporation) this Corporation is defined as or held to be a private foundation (as distinguished from a public charity) under the provisions of the Internal Revenue Code, as they now exist or are hereafter amended, then during such period said Corporation shall be subject to the limitations, requirements and prohibitions of Sections 4941 through 4945 of said Code.
6. Non-Profit Tax Code Restrictions: Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities to any extent 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 1954; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954. This Corporation

shall never be operated for the primary purpose of carrying on a trade or business for profit.

**FIFTH: Incorporators.** The names and addresses of the incorporators are:

Anna Anderson  
20 Linden Drive  
Wichita, Kansas 67206

Frank S. Bangs  
944 St. James  
Wichita, Kansas 67206

Robert G. Braden  
1515 Willow Road  
Wichita, Kansas 67208

Howard W. Johnston  
8800 East Harry, #701  
Wichita, Kansas 67207

Kenneth P. Stewart  
1441 Spring Drive  
Wichita, Kansas 67208

**SIXTH: Membership.** The members of this Corporation shall be its original incorporators until its directors are elected by the incorporators. Thereafter, the members of the Corporation shall be those persons who subscribe to the purposes of the Corporation and who shall have qualifications, rights and duties as set forth in the Bylaws of the Corporation.

**SEVENTH: Board of Directors.**

1. **Number:** This Corporation shall have not less than five (5) directors, whose exact number, qualification and election shall be as set forth in the Bylaws.
2. **Powers:** The Board of Directors shall constitute the governing body of said Corporation and shall manage the Corporation with all powers granted by Kansas law and statutes and as provided by the Bylaws of this Corporation.

**EIGHTH: Limit on Liability and Indemnification.**

1. To the full extent that the Kansas Corporation Code, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors for breach of fiduciary duty, a director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, PROVIDED, that such provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, policyholders or 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. Any amendment to or repeal of this subsection shall not adversely affect any right or

protection of a director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This subsection shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

2. To the full extent permitted and in the manner prescribed by the Kansas Corporation Code and any other applicable law, the corporation shall have the power to indemnify and to provide for the advancement of expenses to any person related to this corporation as a director, officer, employee or agent of the corporation who is or was a party to any proceeding by reason of the fact that such person is or was such a director, officer, employee or agent of this corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise as provided in said Kansas Corporation Code.
3. To the full extent that the Kansas Corporation Code, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of (1) liability for damages in a civil action for acts or omissions of volunteers; and (2) a volunteer's liability for damages in a civil action for the actions or omissions of any of the officers, directors, trustees, employees, or other volunteers of this corporation, a volunteer of this corporation shall not be liable in a civil action for such acts or omissions.

**NINTH: Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation which are in furtherance of authorized exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954; or to such organization or organizations organized and operated exclusively for 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 1954, as the Board of Directors shall then determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

**TENTH: Changes in Law.** Any reference in these Articles to a statute of either the United States or a state shall be interpreted to include a reference to the corresponding provision of any applicable future statute of such entity.

**ELEVENTH: Term of Corporation.** The term for which this Corporation is to exist is perpetual.

**TWELFTH: Amendment.** These articles of Incorporation may be amended either upon approval by majority

vote of the voting membership at a meeting following written notice given not less than ten (10) days nor more than fifty (50) days before said meeting, which notice sets forth the proposed amendments and gives the date, time and place of meeting; or amendment may be made by any other procedure allowed by law.

IN WITNESS WHEREOF, we the incorporators of this Corporation have affixed our signatures and executed these Articles of Incorporation this 20th day of April, 1988.

[Signature]  
Anna Anderson

[Signature]  
Robert G. Braden

[Signature]  
Frank S. Bangs

[Signature]  
Howard W. Johnston

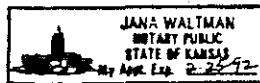
[Signature]  
Kenneth P. Stewart

ACKNOWLEDGMENT

STATE OF KANSAS )  
                          ) ss.  
SEDGWICK COUNTY )

BE IT REMEMBERED that on this 20th day of April, 1988, before me, a Notary Public in and for the County and State aforesaid, came Anna Anderson, Frank S. Bangs, Robert G. Braden, Howard W. Johnston and Kenneth P. Stewart, to me personally known to be the same persons who executed the within and foregoing Articles of Incorporation and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed my official seal, the day and year last above written.



[Signature]  
Notary Public

My appointment expires: 2-25-92

CERTIFICATE

JANAC/36:GLC/ART.INC

I FAT KETTLER, Register of Deeds in and for said County and State, do hereby certify that the within and foregoing is a full, true and correct copy of an instrument which was filed for record in my office on the 2ND day of MAY 1988, A.D., in Film 964 at Page 1041 File Number 944867.  
Witness my hand and official seal at Wichita, Kansas,  
this 2ND day of MAY 1988, A.D.

[Signature]  
Register of Deeds, Sedgwick County, Kansas  
By [Signature] Deputy