

ARTICLES OF INCORPORATION
OF

THE FRIENDS OF BIOLOGY GRADUATE STUDENTS INC

The undersigned, Incorporators, do hereby undertake to form and establish a corporation NOT-FOR-PROFIT, under the laws of the State of Kansas.

SECTION 1: The name of the corporation is:

The Friends of Biology Graduate Students Inc.

And the starting date of this corporation is: 1-Aug, 2008

SECTION 2: The location of its registered office in this State is Room 138, Ackert Hall, Division of Biology, Kansas State University, Manhattan, Kansas, 66506 and the resident agent in charge is Andrew J. Gregory.

SECTION 3: The corporation is organized NOT-FOR-PROFIT and the activities, objects and purposes of this corporation and uses to which the property of this corporation is dedicated shall be exclusively charitable, scientific and educational including the following purposes:

- a. To solicit, develop and receive property and funds through contribution, gift, grant, devise, and bequest. To hold, administer and disburse funds and property for the charitable support, promotion, encouragement and enhancement of biology graduate students of the Division of Biology at Kansas State University. The purposes of this corporation shall include: to facilitate a positive graduate school experience for graduate students of the Division of Biology at Kansas State University, provide financial support for enhanced training, educational experience, and fellowship for biology graduate students, to facilitate professional development of graduate students, and to provide for community outreach between biology graduate students and the larger campus community and the community of Manhattan, Kansas.
- b. In general, subject to such limitation and conditions as are or may be prescribed by law, exercise such other powers which are now or may hereafter be conferred by law upon a corporation organized as a not-for-profit corporation under the Kansas Corporation Code, necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject only to the further limitation and condition that only such powers shall be exercised as are in the furtherance of the exempt purposes of the organizations set forth in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

SECTION 4: The Corporation shall be a membership corporation but shall not have the authority to issue capital stock. The conditions and classification of membership and voting rights of the membership shall be fixed by the By-Laws of the corporation in a manner consistent with the provisions of these Articles of Incorporation.

SECTION 5: The private property or assets of a member of the corporation shall not to any extent whatsoever be subject to the payment of the debts of the coproation.

SECTION 6: Membership in this Corporation shall not be bassed on race, creed, color, national origin, or sexual preference.

SECTION 7: The names and mailing addresses of each of the Incorporators are:

President
Andrew J. Gregory
705 Oak Street
Wamego, KS
66547

Treasurer
Alison Fedrow
412 Brookhaven Drive
Manhattan, KS
66502

Secretary
Jacqueline Ott
Manhattan, KS
66502

SECTION 8: The term for which this corporation is to exist is perpetual.

SECTION 9: Upon incorporation the powers of the incorporation shall cease and the affairs of the Corporation shall be vested in and controlled by the persons named below. This corporation shall be managed by an Executive Board which shall constitute the governing body of this Corporation within the meaning of the Kansas Corporation Code; the number of directors shall be fixed by the By-Laws, as from time to time amended. The names and the mailing addresses of each person who is to serve as a director for the terms set forth below, or until a successor is elected and qualified are as follows.

- a. The persons named below shall serve until the first annual meeting of the members of this Corporation.

President

Andrew J. Gregory
705 Oak Street
Wamego, KS
66547

Treasurer

Alison Fedrow
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Secretary

Jacqueline Ott
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SECTION 10: By-Laws of the Corporation may be adopted as amended by the executive board at any regular meeting or at any special meeting called for that purpose, so long as the same are not inconsistent with the provisions of these Articles.

SECTION 11: These Articles of Incorporation may be amended by the vote of a majority of the Executive Board of this Corporation, at any regular scheduled meeting or special meeting of the Executive Board called and held with the provisions of the By-Laws of this Corporation provided that prior written notice of the meeting and proposed amendment shall have been given to each voting member of this Corporation not less than ten (10) nor more than twenty (20) days prior to the date of such meetings.

SECTION 12: For the management of the operations and for the conduct of the affairs of the corporation, and by way of further definition, limitation and regulation of the powers of the corporation, its directors and members, it is further provided:

- a. In furtherance and not limitation of the powers conferred by the laws of the State of Kansas, the Executive Board is expressly authorized and empowered:
 - (1) To make, alter, amend, or repeal the By-Laws in any manner not inconsistent with the laws of the State of Kansas, or as these Articles of Incorporation, subject to the power of the members to mend, alter, or repeal the By-laws made by the Executive Board or to limit or restrict power of the Executive Board so to make, alter, amend or repeal the By-Laws.

- (2) To authorize and issue obligations of the Corporation, secured or unsecured, to include therein such provisions as to redeemability or otherwise as the Executive Board in its sole direction may determine, to authorize the mortgaging or pledging, as security thereof, of any portion of the corporation, real or personal, including the after-acquired property.
 - (3) To determine the manner for the election of members to the Executive Board which shall be in evidence but need not be in written ballot.
- b. Any member of the Corporation may be elected to the Executive Board and any elected Executive Board member may be removed at any time in such a manner as shall be provided by the By-Laws of the Corporation.
- c. Nothing in the Articles of Incorporation or By-Laws adopted here under shall be deemed to limit or restrict the right of this corporation to receive any funds or property from any lawful source. Further, in the administration of the assets of this Corporation, the Executive Board shall be empowered to make such payment distribution or application of funds to appropriately designated persons or organizations. The assets of the corporation shall be paid, distributed or applied to such appropriately designated persons or organizations at the discretion of the Executive Board to carry out the purposes of this Corporation as set forth in Article Three hereof. Funds held by the Corporation may be deposited to such accounts and for such periods as shall be determined by the Executive Board and as stipulated in the By-Laws Article IV. The Executive Board may establish administrative funds, short term funds, special project funds, permanent endowment funds, and other such funds, reserves for accounts, as may from time to time be deemed necessary or appropriate. The Officers may allocate to such funds property or income received by the Corporation. The purposes to which funds received by the Corporation shall be applied shall include all costs incurred in the operation of this corporation. No funds shall be paid or applied in exemption under the provision of Section 501(c)(3) of the Internal Revenue Code and public charities as defined in Section 509(a) of the Internal Revenue Code.
- d. This corporation may, at the discretion of the Executive Board, receive any property subject to the restrictions imposed by the donor for the use of such property or the income derived therefrom so long as such use is in accordance with the purpose of this Corporation and the limitations herein set out. In the event there is a failure in whole or in part of the purpose of the designated funds or conditions change as to render the application of the funds, property, or income derived therefrom to the designated purposes impossible, impractical, or illegal such funds shall then be applied by the Executive Board in such a manner as will in its opinion most nearly fulfill the wishes of the donor whilst remaining consistent with the mission of this Corporation, the By-Laws of this Corporation, and

the laws of the State of Kansas. Any gift or bequest to this Corporation shall be accepted subject to this provision.

- e. The Executive board shall have the power to appoint and designate trustees to oversee, hold, manage, and maintain, the property and funds of this Corporation. The Executive Board shall maintain oversight control of these funds and have the power to restrict the use of such designated property or funds, withdraw, or re-designate, or terminate support of such funds as the Executive Board may deem, from time to time, necessary. Any trustee to whom funds or property are designated must have offices within the State of Kansas, and shall be authorized under the laws of The United States or the State of Kansas, to exercise corporate trust powers.
- f. The Executive Board is specifically granted the following powers: 1) to modify any restriction or condition on the distribution of funds for any charitable purpose or to specified organizations, 2) to replace any participating trustee, guardian, or agent for breach of fiduciary duty or any other reason or cause as may be determined by the Executive Board. All funds or other property conveyed to this Corporation shall be conveyed subject to the provisions of the Article of Incorporation and By-Laws including specifically the provisions set forth above.
- g. No part of the net earnings of this Corporation, shall inure to the benefit or be distributed to its officers, directors, or executive board members so long as they remain affiliated with the Corporation in such a capacity. Further, service to the Corporation as an officer or Executive Board member is voluntary and no financial compensation will be provided for such services, except as specifically allotted for in the By-Laws. The Corporation shall be authorized and empowered to make payments and distributions in furtherance of the powers and purposes of this Corporation, subject to the further limitation and condition that only such powers shall be exercised as are in furtherance of the exempt purpose of the organization as set forth in Section 501 (c)(3) of the Internal Revenue Code, as amended and in regulations promulgated thereunder as they now exist or as they may hereafter be amended. 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 any way with political campaigns or on the behalf of political candidates for public office. Notwithstanding any other provisions of the governing instruments of this corporation, this corporation shall not carry on any other activities not permitted to be carried on 1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code as it exists now or as they may hereafter be amended, 2) by a corporation to which contributions are

deductible under Section 170(c)(2) of the Internal Revenue Code as it exists now or as they may hereafter be amended.

- h. Upon the dissolution of this corporation the Executive Board shall make provisions for the distribution of all remaining funds, after all outstanding debts are settled, to be contributed to a suitable charitable organization meeting the criteria of a charitable organization under Internal Revenue Code Section 510(c)(3). Should no Executive Board be in place at the dissolution of the corporation disposition of all remaining funds to a 501(c)(3) organization shall become the responsibility of the currently seated Chair of the Division of Biology, at Kansas State University as specified in the corporation By-Laws, Article III, Section 6.
- i. If for any period of time (and notwithstanding any other provision of the governing instrument of this corporation) this Corporation is defined or held to be a private foundation under the provisions of the Internal Revenue Code, as they now exist or are hereafter amended, then during such a period said corporation shall be subject to the limitations, requirements, and prohibitions listed below.
 - 1) The Corporation shall distribute its income for each taxable year at such a time and in such a manner as not to become subject to tax on undistributed income imposed by section 4929 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.
 - 2) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax law.
 - 3) The Corporation shall not retain in excess any business holdings defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
 - 4) The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
 - 5) The Corporation shall not make any taxable expenditures as defined by section 4954(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- j. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them between this Corporation and its members or any class of them any court of competent jurisdiction within the State of Kansas, on the application in a summary way of this corporation, or any creditor or member thereof or on the application of any receiver or receivers appointed for this

Corporation under the provisions of K.S.A. 17-690 1 or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6808, may order a meeting of the creditors, or class of creditors, or of the members or class of members of this corporation, as the case may be, to be summoned in such a manner as said court may direct. If a majority in number representing three fourths (3/4'ths) of the creditors or class of creditors, or of the members or class of members of this Corporation, as the case may be, agree to any compromise or arrangement and agree to any reorganization of this Corporation as consequence of such compromise or arrangement and said reorganization, if sanctioned by the capital Court to which said application has been made, shall be binding on all the creditors or class of creditors, or on all the members or class of members, of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, the undersigned, the Incorporators have been hereunto subscribed their names, on this _____ day of _____ 2008 _____.

STATE OF KANSAS,
BE IT REMEMBERED, that on this _____ day of _____ 2008, before me,
the undersigned, a notary public in and for the county and state aforesigned, came
Who are personally known to me to be the same persons who executed the above and
foregoing Articles of Incorporation and they acknowledge the execution of the same as
their free and voluntary act and deed.

Notary Public

My Appt. Expires: