

ARTICLES OF INCORPORATION

OF

MID-AMERICA REGIONAL COUNCIL COMMUNITY SERVICES CORPORATION

The undersigned, being a natural person of the age of eighteen years or more, for the purpose of forming a nonprofit corporation under the provisions of the Missouri Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

Mid-America Regional Council Community Services Corporation

ARTICLE II

This corporation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

ARTICLE III

This corporation is organized exclusively for charitable, scientific and educational purposes. The terms charitable, scientific and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

Without limiting the generality of the foregoing, the purposes of this corporation shall include the following:

a. To assist the Mid-America Regional Council ("MARC"), a wholly-owned instrumentality of a political subdivision exempt from federal income tax under section 115 of the Internal Revenue Code of 1986, as amended, in the funding of programs for charitable, scientific and educational purposes; and

b. To assist MARC in the development of other community or regional programs through the funding of such programs;

provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly

or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article III.

ARTICLE IV

This corporation shall have all the powers of a corporation organized under the Missouri Nonprofit Corporation Act; provided, however, that none of the powers of this 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 this corporation.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

The name and address of the incorporator are:

David A. Warm
600 Broadway, Suite 300
Kansas City, Missouri 64105-1554

ARTICLE VII

The address of the initial registered office in the State of Missouri is 1201 Walnut, Suite 2800, Kansas City, Missouri 64106. The name of the initial registered agent at said address is SMF Registered Services, Inc.

ARTICLE VIII

This corporation shall not have members as such but, in lieu thereof, shall have only a board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of this corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws.

The first board of directors shall consist of six (6) persons. The number of members of the board of directors shall not be less than three and shall be fixed by, or in the manner prescribed in, the bylaws, as amended from time to time at any time after the adoption of the initial bylaws. Directors shall be designated, appointed or elected in the manner and for the terms as provided in the bylaws.

ARTICLE IX

This corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his or her office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of this corporation, or any person who serves at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent authorized or permitted by the laws (including without limitation the statutes, case law and principles of equity) of the State of Missouri.

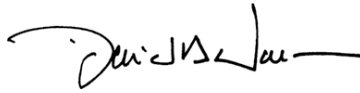
ARTICLE X

Upon dissolution of this corporation and after discharging all liabilities and obligations of this corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this corporation and after taking any other action required by law, any remaining assets of this corporation shall be distributed to MARC or its successor, or if no successor, then to any political subdivision which was a member of MARC at the time of the dissolution of MARC or its successor, or, if none, to any one or more organizations selected by the board of directors which are organizations described in each of Sections 501(c)(3), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

ARTICLE XI

This corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Missouri, and all rights and powers conferred herein are granted subject to this reservation.

IN AFFIRMATION OF THE FACTS STATED ABOVE, the undersigned has executed these Articles of Incorporation on _____, 2004.



David A. Warm
Incorporator