

**ARTICLES OF INCORPORATION
OF
CHRISTIAN COUNTY BUSINESS AND INDUSTRIAL DEVELOPMENT
CORPORATION**

We, the undersigned, being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a public benefit corporation pursuant to Sections 355.096 to 355.121 of the Missouri Nonprofit Corporation Act, Chapter 355, RSMo. and all amendments thereto, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: "Christian County Business and Industrial Development Corporation" ("the Corporation").

ARTICLE II

The Corporation is a Public Benefit Corporation under Section 355.881 of the Missouri Nonprofit Corporation Act.

ARTICLE III

The name and street address of the Registered Agent and Registered Office in the State of Missouri is: Carl E. Yates, 2121 South Eastgate Avenue, Springfield, Missouri 65809.

ARTICLE IV

The name and place of residence of each incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------------------|--|
| Brian Steele, Mayor of Nixa | 894 West Heather Glen, Nixa, Missouri 65714 |
| Rick Gardner, Mayor of Ozark | 1809 North Riverside Road, Ozark, Missouri 65721 |
| Ray Weter, Presiding Commissioner | 8616 Interlochen, Drive, Nixa, 65714 |

ARTICLE V

The duration of the Corporation is perpetual.

ARTICLE VI

The number of Directors shall be set forth in the By-laws of the Corporation, but shall not be less than three in number, and shall, until otherwise changed in the By-laws, consist of the Mayor of the City of Nixa, Missouri; the Mayor of the City of Ozark, Missouri; and the Presiding Commissioner of the County Commission of Christian County, Missouri, who are presently:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------------------|--|
| Brian Steele, Mayor of Nixa | 894 West Heather Glen, Nixa, Missouri 65714 |
| Rick Gardner, Mayor of Ozark | 1809 North Riverside Road, Ozark, Missouri 65721 |
| Ray Weter, Presiding Commissioner | 8616 Interlochen, Drive, Nixa, Missouri 65714 |

The Corporation shall not have members but a Board of Directors which shall be composed of the above-listed Mayors of the City of Nixa and the City of Ozark and the Presiding Commissioner of Christian County, Missouri, plus those additional members created and elected in accordance with the By-laws.

The County Commission of Christian County, Missouri (by Order No. ⁰⁸⁻²⁵⁻~~2016-01~~); the City Council of the City of Nixa, Missouri (by Resolution No. ²⁰¹⁶⁻~~083~~); and the Board of Aldermen of the City of Ozark, Missouri (by Resolution No. 1891), have each authorized the formation of the Corporation by the incorporators named in Article IV and the service on the first Board of Directors of the officers named in this Article V.

ARTICLE VII

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the following specific purposes:

- (a) **Job Development:** To support and assist in the development of jobs in the Cities of Nixa, Missouri, and Ozark, Missouri, and the County of Christian, Missouri, thereby enhancing the economic welfare, as well as the standard of living of the inhabitants of those Cities and that County;
- (b) **Reduction of Taxpayer Burdens:** To reduce the burdens of the taxpayers in providing subsistence payments to those unable to obtain gainful employment in those Cities and that County in Missouri and environs;
- (c) **Studies and Analysis:** To fund the preparation and dissemination of a community profile, analysis of any community tension, discrimination, physical deterioration, and economic development efforts and to conduct studies and propose improvements with regard to the quality, utilization and effectiveness of economic development agencies in those Cities and that County in Missouri and their environs;
- (d) **Industrial and Business Expansion:** To foster industrial and business expansion by encouraging business and industrial enterprises to locate in those Cities and that County in Missouri, especially in deteriorating areas, thereby generating employment opportunities for residents—particularly low-income individuals--of such areas; and to promote growth and development of industrial and commercial business with specific emphasis on areas within the Cities and the areas outside the Cities but within the County in need of substantial

development, including rehabilitation with an intention to use business development programs as a means to accomplish development within areas in need of rehabilitation or situations which will be tailored to the elimination of poverty or local decay by providing jobs and economic activities aimed at correcting and overcoming local decay;

(e) **Community Rehabilitation:** To use its resources in programs designed to stimulate economic development in higher-density, more urban areas inhabited by a predominance of lower-income or disadvantaged groups of residents in areas in which commercial activity is in decline and in which a majority of the businesses have fallen into disrepair and other businesses may have ceased or discontinued business, with such assistance structured for the potential to provide community benefit;

(f) **Curing Urban Blight:** To use the resources of the Corporation to acquire and clear vacant buildings located on blighted real estate in economically depressed areas and to encourage businesses to locate within such vacant areas and to give preference businesses locating in such areas that offer objectives which provide employment benefits to disadvantaged groups in distressed areas.

ARTICLE VIII

The Corporation shall have the following powers:

1. **Receive.** To receive and hold in trust any property, real or personal, given, devised, bequeathed, given in trust or in any other way made available to the Corporation for the use and benefit of the economic development of the Cities of Nixa and Ozark and the County of Christian, Missouri, and their environs, and development of jobs in those Cities and that County in Missouri, as the donor may designate.

2. **Invest or Disburse.** To invest or disburse all moneys or properties, real or personal, to receive and generally to care for and manage, administer and control all property received, and to carry out the wishes of donors and see that funds and property received are applied to the uses, if any, specified by the donors; provided that such wishes and uses of the donors are compatible with the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

3. **Use.** To determine the uses, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to which monies or property, real or personal, shall be put when acquired without designation or expression of desire as to particular use by the donor, grantor or testator.

4. **Property.** To acquire by gift, grant, assignment, transfer, devise or bequest, purchase, trade, exchange, lease, or otherwise acquire, real or personal property of all kinds; and to improve, maintain and equip such property; and to finance, refinance and discount the costs of acquisition thereof, and to sell, trade, lease, assign, mortgage, grant a security interest in, donate, pledge, vote, use or employ shares in corporations, barter or exchange the same, and otherwise deal therewith as may be necessary and proper for carrying on its legitimate affairs.

5. **Contracts.** To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes and to issue its notes, bonds, and other obligations and to secure such obligations with its property, franchises and income.

6. **Personnel.** To employ and pay compensation to such employees and agents, including attorneys, and others of like professional skills and ability, as the Board of Directors shall deem necessary for the business of the Corporation.

7. **Indemnification.** The Corporation shall have the power to indemnify directors, officers, employees and agents of the Corporation to the full extent permitted by the provisions of Section 355.476 of the Missouri Nonprofit Corporation Act.

8. **Insurance.** The Corporation shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him in such capacity, or arising out of his status as a director, officer, employee or agent of the Corporation whether or not the Corporation would have the power to indemnify him against such liability.

9. **Additional Powers.** To have and exercise all powers necessary or convenient to effect any or all of the purposes for which it is organized, including without limitation, those powers granted in Section 355.131 RSMo.; but only so much thereof as do not conflict with its stated objectives as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX

A. **Inurement of Income:** 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 services rendered.

B. **Legislative or Political Activities:** 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) in any political campaign on behalf of any candidate for public office.

C. **Operational Limitations:** 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, as amended (or the corresponding provision of any future United States Internal Revenue Law).

D. **Dissolution:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of 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 at the time qualifying 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), but giving special consideration to distribution to the Cities and the County for use in the furtherance of the same purposes as expressed in these Articles of Incorporation, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of Christian County, Missouri, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.


ARTICLE X

This Corporation shall be a nonprofit organization. No part of the property or net earnings of the Corporation shall be distributed to, used for or inure to the benefit of any private member, director, individual, firm or corporation whomsoever.

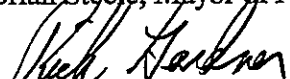
ARTICLE XI

The Corporation shall operate as a nonprofit corporation as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended. The Corporation shall nonetheless make every effort to structure its investment and distribution policies so as to conform with the requirements on private foundations as defined by Sections 4941, 4942, 4943 and 4944 of the Internal Revenue Code of 1986, as amended. The taxable investment income of the Corporation for such taxable year shall be distributed at such time and in such amount so as to not subject the Corporation to the tax imposed upon undistributed investment income under Section 4942 of the Internal Revenue Code of 1986; as amended; and Section 355.530(2) RSMo. The Corporation shall be prohibited from (1) engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended; (ii) retaining any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, which would jeopardize its charitable purposes and subject the Corporation to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and (iv) making expenditures which would result in the amount expended being a taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986.

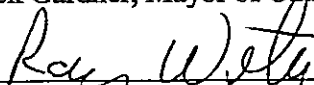
IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 29th day of August, 2016.



Brian Steele, Mayor of Nixa, Missouri



Rick Gardner, Mayor of Ozark, Missouri



Ray Weter, Presiding Commissioner of the
County Commission of Christian County

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and affixed their seals this 19 day of August, 2016 at Christian County, Missouri.

DATED: 08/29/2016

Ray Weter
Ray Weter, Presiding Commissioner

DATED: 08/29/16

Bill Barnett
Bill Barnett, Western Commissioner

DATED: 08/29/16

Sue Ann Childers
Sue Ann Childers, Eastern Commissioner

COUNTY CLERK:

Kay Brown
Kay Brown

Auditor Certification:

I certify that the expenditure contemplated by this document is within the purpose of the appropriation to which it is to be charged and that there is an unencumbered balance of anticipated revenue appropriated for payment of same.

Lacey Hart
Lacey Hart
Christian County Auditor

APPROVED AS TO FORM:

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