

**RESOLUTION OF
CHRISTIAN COUNTY, MISSOURI**

Adopted at a Regular Meeting on May 4, 2020

At a regularly scheduled meeting of the Christian County Commission the Commission held on May 4, 2020, on a motion by Western Commissioner, Hosea Bilyeu, seconded by Eastern Commissioner, Mike Robertson, the following resolution was adopted by a vote of 3 to 0: These resolutions shall be effective as of the date set forth above:

**APPROVAL OF THE AMENDMENT TO
ARTICLES OF INCORPORATION OF A NONPROFIT CORPORATION FOR
OZARKS TRANSPORTATION ORGANIZATION**

WHEREAS, the Ozarks Transportation Organization (the "**Organization**"), a Missouri nonprofit corporation, is the Metropolitan Planning Organization for this region of southwest Missouri, as mandated by the Federal Aid Highway Act of 1962, as amended, the Urban Mass Transportation Act of 1964, as amended, the Airport and Airway Development Act of 1970 and other subsequent laws setting forth requirements for transportation planning for all modes of travel;

WHEREAS, that Entity is a member of the Organization;

WHEREAS, the Articles of Incorporation of the Organization were dated and filed with the Missouri Secretary of State on April 23, 2008, (the "**Articles**");

WHEREAS, the Articles were filed at a time at which the City of Springfield was the only member of the Organization, and its Articles provided that, upon the Organization's dissolution, all of its assets would be distributed to the City of Springfield;

WHEREAS, the Board of Directors (the "**Board**") of the Organization deems it advisable that ARTICLE VII of the Articles be amended in such a manner that upon the Organization's dissolution, its assets would be distributed among all of its dues-paying members, in proportion to the amount of dues paid in its most recent fiscal year;

WHEREAS, pursuant to the applicable provisions under RSMo 355.561 of the Nonprofit Corporation Law of the State of Missouri, the Articles may be amended by the authorization of the Organization's Board and the majority vote of its members.

NOW, THEREFORE, BE IT RESOLVED, the Christian County Commission does hereby vote in favor that the amendment to the Articles (the "**Articles Amendment**") be approved.

RESOLVED FURTHER, that the terms of said Articles Amendment are hereby approved to reflect that upon dissolution of the Organization, the assets of the Organization shall be distributed among the Organization dues-paying members, in proportion to the amount of dues paid in its most recent fiscal year.

GENERAL AUTHORITY

RESOLVED, that any and all actions, whether previously or subsequently taken by the officers of the Christian County Commission, which are consistent with the intent and purposes of the foregoing resolutions and the consummation of the transactions contemplated therein, shall be and the same hereby are, in all respects, ratified, approved and confirmed.

RESOLVED FURTHER, that each of the officers of the Christian County Commission is hereby authorized and directed to execute and deliver any and all documents and to take such other action as he or she deems necessary, advisable, or appropriate to carry out the purposes and intent, but within the limitations, of the foregoing resolutions, the execution, delivery or taking of such actions to be conclusive evidence that the same have been authorized by these resolutions.

CERTIFICATE

ADOPTED BY THE CHRISTIAN COUNTY COMMISSION this 4th day of May 2020 at 9:01 o'clock AM.

CHRISTIAN COUNTY, MISSOURI

DATED: 5/4/2020 _____
Ralph Phillips, Presiding Commissioner

DATED: 5/4/2020 _____
Hosea Bilyeu, Western Commissioner

DATED: 05-04-2020 _____
Mike Robertson, Eastern Commissioner

ATTEST:

CHRISTIAN COUNTY CLERK:

Kay Brown, Christian County Clerk