

The undersigned natural persons of the age of eighteen years or more, a majority of whom are citizens of the United States, for the purpose of forming a nonprofit corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation.

**ARTICLE I  
NAME/REGISTERED OFFICE**

The name of this corporation shall be Sterling Price Days Festival, Inc. The corporation's registered office is located at: 221 West Finnell Drive, Keytesville, Missouri 65261.

**ARTICLE II  
DURATION OF THE CORPORATION**

The period of duration of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

This corporation is organized exclusively for the promotion of social welfare purposes within the meaning of Section 501 (c) (4) of the Internal Revenue Code and for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code , as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501 (c) (3) and 501 (c) (4) exempt organizations. Notwithstanding the foregoing, if the Board of Directors elects to seek and obtains an exemption from federal income tax for the Corporation pursuant to Section 501 (a) of the United States Internal Revenue Code as an organization described in Section 501 (c) (4) thereof, and until such time, if ever, as such exemption is denied or lost, the Corporation shall not knowingly carry on any other activities not permitted to be carried on by organizations exempt from federal income tax under Section 501(c) (4) of the United States Internal Revenue Code.

To this end, the corporation shall sponsor and conduct an annual festival to provide the community with recreation and provide a means for citizens to express their interest in the community's history, customs and traditions. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The corporation shall engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501 (c) (4) of the Internal Revenue Code.

**ARTICLE IV  
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member of the corporation not qualifying as exempt under Section 501 (c) (4) of the Internal Revenue Code of , as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article III hereof.;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision 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) (4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

## **ARTICLE V DIRECTORS/MEMBERS**

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

## **ARTICLE VI DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE VII DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

**ARTICLE VIII  
INCORPORATOR**

The incorporator(s) of this corporation are:

Terry L. Clark	221 West Finnell Drive	Keytesville, MO 65261
Chris Hughes	32820 Rockford Hills Ave	Keytesville, MO 65261

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors are:

Chris Hughes	32820 Rockford Hills Ave	Keytesville, MO 65261
Terry L. Clark	221 West Finnell Drive	Keytesville, MO 65261
Bryan Atterbury	407 S Ash	Keytesville, MO 65261
Teresa Byrd	111 E Finnell Drive	Keytesville, MO 65261

The undersigned incorporators certify that they execute these Articles for the purposes herein stated and witness whereof, we have hereunto subscribed our names this \_\_\_\_\_ Day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Terry L. Clark

\_\_\_\_\_  
Chris Hughes

