

**ARTICLES OF INCORPORATION**  
**OF**  
**KANSAS GRAIN & FEED ASSOCIATION**

We, the undersigned, incorporators, hereby associate ourselves together to form and establish a corporation NOT for profit under the laws of the State of Kansas.

FIRST. The name of the Corporation is Kansas Grain and Feed Association.

SECOND. The purposes for which this corporation is formed are the advancement and protection of the common interests of the members of this corporation engaged in the grain, feed or seed business or in business incident thereto or allied or associated therewith, the dissemination of information among its members or to others, the promotion of business methods calculated to further the best interests of its members and encouragement of harmony and cooperation among its members and with others, and the enactment or enforcement of such By-Laws, rules and regulations as shall promote the general welfare of the association and its members in their legitimate business pursuits, provided only that no By-Laws, rules or regulations shall be adopted which in any manner will stifle competition, limit production or restrain trade. All of the property, funds, net earnings and assets of the corporation shall be received, held, administered, invested, disbursed and expended exclusively in furtherance of the foregoing purposes. This corporation shall inure to the benefit of any private shareholder or individual, or to the benefit of any member, director or officer of this corporation, except that a reasonable allowance for salaries or other compensation may be paid for personal services actually rendered to this corporation for the purpose of effecting or carrying out one or more of its purposes.

In order to accomplish the foregoing purposes, this corporation shall have the following powers:

(a) To acquire, hold, lease, sell, convey, mortgage, transfer or otherwise dispose of any property, real, personal or mixed, wheresoever situate.

(b) To invest and reinvest any of its funds in stocks, bonds, debentures, notes, or other securities of property.

(c) To borrow money and to make, endorse and issue bonds, debentures, notes and other obligations of this corporation to evidence money borrowed or given in payment for property accepted, received, purchased or acquired, and to secure the payment thereof by mortgage, pledge or other instrument creating a lien upon, an assignment of, or agreement with respect to all or any part of the property of this corporation, real, personal or mixed, wheresoever situate.

(d) To employ any agents, representatives or employees whose services may be incident to the conduct of its operations and to pay all costs and expenses of the conduct of its operations, including, without limitation, reasonable compensation to its agents, representatives and employees.

(e) To make, execute, acknowledge and deliver through its corporate officers any contracts, deeds, leases, mortgages, or any other agreements, documents or instruments which may be necessary or incidental to the conduct of its operations.

(f) To do and perform any and all acts or things which may be done or performed by a corporation organized NOT for profit under the laws of the State of Kansas, provided that any such powers shall be exercised exclusively in carrying out the purposes for which this corporation is formed, and for no other purpose whatsoever.

THIRD. The location of its registered office in this State is 816 SW Tyler, Topeka, Shawnee County, Kansas, and the name and address of its resident agent in this State is Tom R. Tunnell, 816 SW Tyler, Topeka, Shawnee County, Kansas.

FOURTH. The term for which this corporation is to exist is one hundred years.

FIFTH. The number of Directors shall be sixteen (16)\* provided that the members may, from time to time, by majority vote at any regular or special meeting, fix the number of Directors at any number from

ten to twenty-five. The Directors shall be elected in such time and manner and for such term as shall be fixed by the By-Laws of this corporation.

*\*Expanded from 16 to 18 by membership action April 23, 1970*

SIXTH. This corporation shall not have authority to issue capital stock.

Statement of grant of authority, as may be desired to be given to the Board of Directors, if given:

1. The Board of Directors shall have and exercise such powers as the Board of Directors may seem necessary or expedient to manage, control and direct the conduct of the operations of this corporation in such manner as to accomplish the purposes for which this corporation is formed, including, without limitation, the power to appoint an Executive Committee consisting of such persons as may be designated by the By-Laws of this corporation which shall have such power and authority to act for and in behalf of the corporation and to administer and conduct its operations as may be granted to it by the By-Laws of the corporation.

2. The Board of Directors shall have the power to adopt, amend, alter or repeal the By-Laws of this corporation subject to the power of the members to adopt, amend, alter or repeal the By-Laws of the corporation; provided, however, that notice of any such amendment of the By-Laws by the Board of Directors shall be given to each member having voting rights within ten days after the date of such amendment by the Board of Directors.

SEVENTH. The conditions of membership shall be fixed by the By-Laws of this corporation; provided, however, that all members now in good standing of a certain voluntary association now in existence, and known as the Kansas Grain & Feed Association, whose dues for the current year are fully paid, shall become members of the same class of this corporation all with the same force and effect as though a voluntary application for membership for each such member had been filed with this corporation and approved by the Board of Directors, thereof, and all such persons, firms or corporations becoming members as aforesaid shall in all respects be bounded by these Articles of Incorporation and the By-Laws, rules and regulations which, from time to time, may be enacted or adopted by the Board of Directors, Executive Committee and membership of this corporation.

EIGHTH. In the event of dissolution of this corporation, all of the assets of this corporation at the time of such dissolution remaining after payment of debts of this corporation shall be distributed to the college or university in the State of Kansas designated by a resolution duly adopted by a majority vote of the membership present at a meeting called for that purpose prior to dissolution, subject to the condition that such remaining assets shall be used by such college or university solely for the purpose of financing scientific research carried on for the purpose of obtaining scientific information concerning production and marketing of grains, feeds or seeds in the State of Kansas for publication and dissemination to the interested public, and for no other purpose whatsoever, and no part of such remaining assets of this corporation shall inure to the benefit of any individual or to the benefit of any member, director or officer of this corporation.

NINTH. The names and places of residence (Post Office Address) of each of the incorporators:

<b>NAME</b>	<b>CITY &amp; STATE</b>
Robert F. Gantz.....	Ness City, Kansas
Steve Aduddell .....	Coffeyville, Kansas
Earl H. Bryan.....	Hugoton, Kansas
Ellis K. Cave.....	Dodge City, Kansas
Royal R. Cox.....	Iola, Kansas
Ailiff Neel .....	Windom, Kansas
Paul Stutterheim.....	Norton, Kansas
Cleo M. Wilhite .....	Harper, Kansas
S. Dean Evans, Sr.....	Salina, Kansas
David E. McKee .....	Topeka, Kansas
Donald M. Moore.....	Monument, Kansas
J.H. Voss.....	Downs, Kansas
James A. Frost.....	Wichita, Kansas
K.K. Kirkpatrick.....	Hutchinson, Kansas