

**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF CAMP ZOE, INC.**

The undersigned natural persons of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act, as it may be amended from time to time (the "**Act**"), adopt the following Articles of Incorporation of **Friends of Camp Zoe, Inc.** (the "**Corporation**").

**Article 1. Name**

The name of the Corporation is **Friends of Camp Zoe, Inc.**

**Article 2. Registered Agent and Registered Office**

The name and address of the registered agent in charge of the Corporation's registered office at the time of the adoption of these Articles of Incorporation is **Lynn Chipperfield, 12415 Betsy Ross Lane, St. Louis, Missouri 63146**. The street address of the registered office of the Corporation at the time of the adoption of these Articles of Incorporation is **12415 Betsy Ross Lane, St. Louis, Missouri 63146**. The name and address of the registered agent and registered office shall be as designated from time to time in an annual or biennial report filed with the Missouri Secretary of State under the Act. The undersigned represent that the registered agent named above has consented to the appointment as registered agent.

**Article 3. Purposes**

The Corporation is a public benefit, nonprofit corporation formed under the Act with the purpose of engaging in any lawful activity. Without limiting the foregoing, the Corporation is formed as a friends organization to preserve, support and promote the history of Camp Zoe in Round Spring, Missouri, with a primary focus on restoration and long-term maintenance of those features and elements of Echo Bluff State Park that were part of the former Camp Zoe, including the Camp Zoe Lodge. The Corporation shall be organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding provision of any future United States Internal Revenue Code (the "**Code**"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Article 4. Powers**

Subject to and in furtherance of the purposes for which it is organized, the Corporation shall have the power to engage in any lawful activity, and shall have the power to do all things necessary or convenient to carry out the Corporation's purposes. The Corporation shall possess all of the general rights, privileges, and powers conferred by

the Act or by other law and, in addition, shall have the right, privilege, and power: (i) to indemnify any person against liability and expenses and to advance the expenses incurred by such person in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law; and (ii) to cease its activities and to dissolve and surrender its corporate franchise.

#### **Article 5. Incorporators**

The names and addresses of each of the original incorporators of the Corporation, all of whom are citizens of the United States, are:

Melissa Bock, 14417 Valley Meadow Court, Chesterfield, MO 63017-9631  
Lynn Chipperfield, 12415 Betsy Ross Lane, St. Louis, Missouri 63146-4619  
Shirley Wolverson, 427 Greeley Avenue, Webster Groves, Missouri 63119-1854

#### **Article 6. Perpetual Existence**

The Corporation shall have perpetual duration and succession in the Corporation's corporate name.

#### **Article 7. Membership**

The Corporation shall have no members as that term is defined in the Act, and shall have no shares of stock. The Corporation may have "members" who satisfy certain criteria established by the Board of Directors and who support the purposes of the Corporation, but such designation shall carry no legal significance under the Act.

#### **Article 8. Board of Directors**

All corporate powers shall be exercised by or under the authority of the Board of Directors, which shall be vested with overall management of the affairs of the Corporation. The initial Board of Directors shall be the initial incorporators, with names and addresses as listed above. The Board of Directors shall be elected or designated for such terms and with such qualifications as specified from time to time in the Bylaws of the Corporation. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) natural persons, with the number specified from time to time by the Board of Directors.

#### **Article 9. Bylaws**

The Board of Directors shall adopt Bylaws as a code of rules for the regulation of management of the affairs of the Corporation, which Bylaws shall contain provisions that are not inconsistent with any law, with the provisions of the Act, or with these Articles of Incorporation. The power to alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors, as described in the Corporation's Bylaws. The Board of Directors may also adopt Bylaws to be effective only in an

emergency under the Act, to make provision for managing the Corporation during such emergency.

#### **Article 10. No Private 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 and to make payments and distributions in furtherance of the purposes of the Corporation.

#### **Article 11. 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.

#### **Article 12. Distributions; Dissolution**

The Corporation is not organized or created and shall not be maintained or operated for private gain or personal or pecuniary profit or benefit. All of its funds and assets, together with the net earnings thereof and income realized therefrom shall be exclusively devoted to the educational, charitable and social objects and purposes hereinabove expressed. No individual member, director, officer, employee or agent of this Corporation shall receive, or be entitled to receive, under any circumstances, any pecuniary profit or benefit from the operation or liquidation thereof except as reasonable compensation for services rendered in effecting one or more of the purposes of the Corporation.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 13. Amendment**

The Board of Directors may adopt amendments or restatements to these Articles of Incorporation. Any amendment to these Articles of Incorporation to be adopted must be approved by majority vote of the Directors in office at any regular or special meeting at which a quorum is present.

**Article 14. Construction**

In the event of any inconsistency between these Articles of Incorporation and the Bylaws of the Corporation, the provisions of these Articles of Incorporation shall control. The undersigned incorporators of the Corporation hereby present these Articles of Incorporation to the Secretary of State of Missouri for filing, and state that the manner of their adoption constitute full legal compliance with the provisions of the Act.

The effective date of this document is the date it is filed by the Secretary of State of Missouri.

**In Affirmation Thereof**, the undersigned verify that the facts stated above are true and correct, and further understand that false statements made in this filing are subject to the penalties provided under Section 575.040, Missouri Revised Statutes.

**Incorporators:**

 _____ Melissa Bock	 _____ Date
 _____ Lynn Chipperfield	 _____ Date
 _____ Shirley Wolverson	 _____ Date

**Name and address to return filed document:**

Lynn Chipperfield  
12415 Betsy Ross Lane  
St. Louis, Missouri 63146