

ARTICLES OF INCORPORATION

OF

MISSOURI ASSOCIATION OF
CONVENTION & VISITOR BUREAUS, INC.

General Not For Profit Corporation

TO: The Honorable Roy D. Blunt
Secretary of State
State of Missouri
P. O.Box 778
Jefferson City, Missouri 65102

WE, the undersigned,

<u>NAME</u>	<u>ADDRESS</u>
Tracy Kimberlin	1939 Forrest Heights Springfield, MO 65809
Teri Carroll	#1 Riverpoint Road Hannibal, MO 63401
Patty Nolte	11273 Oak, Apt. #201 Kansas City, MO 64114

being natural persons of the age of eighteen (18) years or more, and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

I.

The name of the Corporation is Missouri Association of Convention & Visitor Bureaus, Inc.

II.

The period of duration of the Corporation is perpetual.

III.

The address of the initial Registered Office in the State of Missouri 3171 East Sunshine, Springfield, Missouri 65804, and the name of the initial Registered Agent is Mark L. McQueary.

501.26

IV.

The first Board of Directors shall be seven (7) in number, their names and addresses being as follows:

<u>NAME</u>	<u>ADDRESS</u>
Tracy Kimberlin	1939 Forrest Heights Springfield, MO 65809
Teri Carroll	#1 Riverpoint Road Hannibal, MO 63401
Patty Nolte	11273 Oak, Apt. #201 Kansas City, MO 64114
Lorah Steiner	P. O. Box N Columbia, MO 65205
Terry Triplett	303 E. 3rd Street P. O. Box 1355 Joplin, MO 64802
Marty Asel	213 Adams St. P. O. Box 776 Jefferson City, MO 65102
Steve Powell	230 S. Main P. O. Box 745 St. Charles, MO 63302

Thereafter, the number of directors shall be fixed by the By-Laws or in such manner as provided in the By-Laws; provided, however, that the number of directors shall not be reduced below three (3).

V.

The Corporation is not organized for a pecuniary profit and it shall not have any power to issue certificates of stock or declare dividends. No part of the assets or net earnings, current or accumulated, of the Corporation shall inure to the benefit of any member, director, or individual within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); provided, however, the Corporation may pay reasonable compensation for services rendered and/or reimburse actual expenditures made on behalf of the Corporation. Neither the whole nor any portion of the assets or net earnings, current or accumulated, of the Corporation shall be distributed to or divided among any member, director or individual, and upon liquidation of the Corporation all assets remaining after provision is made for discharging the Corporation's debts shall be distributed to the

State of Missouri or any association or associations organized for purposes similar to the purposes of the Corporation as may be designated by a majority of the directors of the Corporation in accordance with Section 355.030 of the General Not-for-Profit Corporation Act of Missouri.

VI.

The Corporation shall not have stockholders but shall have members. The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the By-Laws.

VII.

The purpose for which the Corporation is organized is to provide cooperative action to enhance and encourage the economic development of the state through the growth of the convention and visitor industry of Missouri as follows:

(a) To raise the level of professionalism in the convention and visitor industry through an ongoing education effort.

(b) To position the convention and visitors industry as an important economic generator in member communities.

(c) To extend its collective influence in matters which may impact the convention and visitors industry and present a united front from a public relations point of view relating to the industry.

(d) To encourage the development of joint promotional activities within the industry where appropriate.

(e) In partnership with tourism organizations, foster a continuing working relationship with members of the legislature and legislative committees as needed to ensure that proposed legislation serves the best interest of the association and the convention and visitor industry.

(f) To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, and to do every other act or things incident to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of

Missouri upon a general not-for-profit Corporation organized under the laws of the State of Missouri, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided, however, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or not to do any act or thing forbidden by laws to a not-for-profit corporation organized under the laws of the State of Missouri, nor to engage in any activity not approved by Section 501(c)(6) of the Internal Revenue Code of 1986, or any successor section.

VIII.

The Corporation shall have all the powers conferred by the General Not-For-Profit Corporation Law of the State of Missouri (as same now exists and as same may be amended from time to time hereinafter) insofar as said powers are necessary or desirable to carry out the purposes of the Corporation (as expressed in Article VII of the Articles of Incorporation) and insofar as said powers are consistent with and limited by the provisions of Section 501(c)(6) of the Internal Revenue Code of 1968 (or the corresponding provision of any future United States Internal Revenue Law).

IX.

Each director or officer or former director or officer of this Corporation, and his legal representatives shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being or having been such director or officer; provided that the Corporation shall not indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or the officer or director involved was not guilty of negligence or misconduct. In taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by independent legal counsel selected by the Board of Directors. Legal counsel so selected

shall make his determination by written opinion. The right to indemnification herein provided shall not be exclusive of any rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this ____ day of _____, 1992.

Tracy Kimberlin

Teri Carroll

Patty Nolte

STATE OF MISSOURI)
) ss.
County of GREENE)

I, _____, a notary public, do hereby certify that on the _____ day of _____, 1992, personally appeared before me Tracy Kimberlin who being by me personally sworn, declared that he is the person who signed the foregoing document as one of the incorporators, and that the statements therein contained are true and accurate according to his best information and belief.

Notary Public

My Commission expires: _____

STATE OF MISSOURI)
) ss.
County of JACKSON)

I, _____, a notary public, do hereby certify that on the _____ day of _____, 1992, personally appeared before me Patty Nolte who being by me personally sworn, declared that she is the person who signed the foregoing document as one of the incorporators, and that the statements therein contained are true and accurate according to her best information and belief.

Notary Public

My Commission expires: _____

STATE OF MISSOURI)
) ss.
County of)

I, _____, a notary public, do hereby certify that on the _____ day of _____, 1992, personally appeared before me Terry Carroll, who being by me personally sworn, declared that she is the person who signed the foregoing document as one of the incorporators, and that the statements therein contained are true and accurate according to her best information and belief.

Notary Public

My Commission expires: _____