

Articles of Incorporation of a Central Not For Profit Corporation 10/7/85

We the undersigned, Bill Armstrong, Robert Johnson, Bill Senter, being natural persons of the age of twenty-one 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:

1. The name of the corporation is Watercolor USA Honor Society
2. The period of duration of the corporation is perpetual
3. The address of its initial Registered Office in the State of Missouri is 714 Plaza Towers, Springfield, MO, 65804 and the name of its initial Registered Agent at said Address is Frederick Brister Tagg, Jr.

4. The first Board of Directors shall be three in number, their names and addresses being as follows:

Bill H. Armstrong,
3029 Wilshire, Springfield, MO 65804

Robert L. Johnson,
2032 E Cardinal, Springfield, MO, 65804

Bill B. Senter,
4830 Mapel Ave, Springfield, MO, 65804

5. The purpose or purposes for which the corporation is organized are:

to cultivate and promote interest in watercolor painting through Watercolor USA, a competitive exhibition sponsored at the Springfield Art Museum, Springfield, Missouri,

and to focus national attention on the Museum as a repository for twentieth century watercolor painting;

to strengthen and enlarge the Museum's collection of twentieth century watercolor painting through the solicitation of gifts to the collection and by direct purchase of works of art;

to recognize and honor the individual artists who have either won awards in Watercolor USA or have served as jurors for the exhibition;

to provide educational experiences for members of the Society and the general public through exhibitions, demonstrations, lectures, workshops, and symposiums;

and to hold, lease, sell or encumber real or personal property in furtherance of said purposes.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 set forth in Article Fifth hereof.

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 in (including publishing or distributions of statements) any political campaign on behalf of any candidate for public office.

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) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or

(b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

7. Each dues paying member of the corporation shall have one (1) vote to elect directors.

8. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all 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 operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of trustees shall determine. Any of such assets not so disposed of shall be disposed by the Court of Common Pleas 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.