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Robin Carnahan  
Secretary of State

-----S OF INCORPORATION  
OF  
ADAM SMITH FOUNDATION

The undersigned individual, for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act, adopts the following articles of incorporation.

ARTICLE I

The name of the corporation is:

Adam Smith Foundation

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The street address of the corporation's initial registered office in Missouri is 2345 Grand Boulevard, Suite 2400, Kansas City, Missouri 64108. The name of the corporation's initial registered agent at such address is Registered Agent, Ltd.

ARTICLE IV

The name and address of the sole incorporator of the corporation are: Russell D. Jones, % Lathrop & Gage L.C., 2345 Grand Boulevard, Kansas City, Missouri 64108.

ARTICLE V

The corporation shall not have any members.

ARTICLE VI

A. The names and addresses of the individuals who are to serve as the initial directors of the corporation are as follows.

Michael F. Lair	1039-LIV-243 Chillicothe, Missouri 64601
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William Clark Hardin IV	3396 Cottonwood Drive St. Charles, Missouri 63301
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John Elliott

P.O. Box 328  
Smithville, Missouri 64089

B. The number of directors to constitute all subsequent boards of directors shall be specified in or fixed in accordance with the corporation's Bylaws, provided that in no event shall such number be less than three.

#### ARTICLE VII

A. The corporation is organized and shall be operated exclusively for purposes that are described in section 501(c)(4) of the Internal Revenue Code of 1986 (the "Code"), to wit: for the promotion of social welfare. For purposes of these articles of incorporation, any reference herein to a specific section of the Code is also intended to be a reference to any corresponding provisions of any subsequent federal tax law.

B. Subject to the provisions of ARTICLE VIII and the preceding provisions of this ARTICLE VII, the corporation shall have the purpose of carrying on any lawful activity and shall also have all of the powers accorded to it by the Missouri Nonprofit Corporation Act (or any subsequent state corporation law to which it may be subject).

#### ARTICLE VIII

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons; provided, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and grants in furtherance of the purposes set forth in ARTICLE VII.

B. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities that are not permitted to be carried on by an organization described in section 501(c)(4) of the Code and exempt from tax under section 501(a) of the Code or that are not within the purposes set forth in section 355.025 of the Missouri Nonprofit Corporation Act (or corresponding provisions of any subsequent state corporation law).

#### ARTICLE IX

Upon the dissolution of the corporation, the assets of the corporation which remain after payment of its obligations has been made or provided for, and after return, transfer, or conveyance of assets held upon condition requiring such return, transfer, or conveyance, shall be transferred to one or more not-for-profit organizations whose purposes are substantially similar to those for which the corporation is organized and which at the time of such distribution are exempt from tax under section 501(a) of the Code.

This document has been signed on February 21, 2007.

Russell D. Jones

Russell D. Jones  
Incorporator

STATE OF MISSOURI     )  
                                  )ss.  
COUNTY OF JACKSON    )

I, Sandra J. Nellenback a notary public, do hereby certify that on the 21st day of February 2007, personally appeared before me Russell D. Jones, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Sandra J. Nellenback  
Notary Public in and for said County and State

My commission expires:

**SANDRA J. NELLENBACK**  
Notary Public - Notary Seal  
STATE OF MISSOURI - Jackson County  
My Commission Expires: June 3, 2007

# State of Missouri



Robin Carnahan  
Secretary of State

## CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

*Adam Smith Foundation*  
*N00797935*

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law,

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
21st day of February, 2007.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

