

Certificate of Incorporation

WHEREAS, An Association organized under the name of

KANSAS CITY CHAPTER OF THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

has filed in the office of the Secretary of State, Articles of Incorporation in writing as provided by law and has, in all respects, complied with the requirements of The General Not For Profit Corporation Act of Missouri:

NOW, THEREFORE, I, WARREN E. HEARNES, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has, on the date hereof, become a body corporate duly organized under the name of

KANSAS CITY CHAPTER OF THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

and the address of its Initial Registered Office in Missouri is: 1500 Meadow Lake Parkway
Kansas City 14,

and is entitled to all the rights and privileges granted to corporations organized under The General Not For Profit Corporation Act of Missouri for a term of perpetual years.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this

16th day of January A. D., Nineteen
Hundred and Sixty-one.

Warren E. Hearnnes
SECRETARY OF STATE

Austin Hill
CHIEF CLERK



ARTICLES OF INCORPORATION
OF
KANSAS CITY CHAPTER OF THE
CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

WHEREAS, the Kansas City Chapter of the Construction Specifications Institute, being an unincorporated association deems it advisable to have created and organized a corporation "Not For Profit" under the "General Not For Profit Corporation Act" of the State of Missouri, for the purposes and within the powers specified in the Statutes of the State in such cases made and provided, and

WHEREAS, the Kansas City Chapter of the Construction Specifications Institute, an unincorporated association, has, in accordance with the Statutes in such case provided, selected and designated the undersigned members to hereby associate themselves together for the purposes of being incorporated under the name KANSAS CITY CHAPTER OF THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC. and for the purposes hereinafter stated pursuant to the provisions of the "General Not For Profit Corporation Act" of the State of Missouri, do now adopt the provision and sign in duplicate the Articles of Incorporation, to-wit:

We, the undersigned designated members of the Kansas City Chapter of the Construction Specifications Institute, to-wit:

T. D. Samuel III	1500 Meadow Lake Parkway	Kansas City 14, Mo.
B. E. Ericsson, Jr.	5316 Canterbury Road	Shawnee Mission, Kb.
Herbert M. Woolley	1016 Baltimore	Kansas City 5, Mo.
Laurie R. Russell	1500 Meadow Lake Parkway	Kansas City 14, Mo.
Ralph M. Mitchell	4600 E. 63rd St. Trafficway	Kansas City 41, Mo.
John C. Monroe	818 Grand Avenue	Kansas City 6, Mo.

being natural persons of the age of twenty-one (21) years or more, and citizens of the United States, for the purposes of forming the Kansas City Chapter of the Construction Specifications Institute, an unincorporated association, into a corporation under the "General Not For Profit Corporation Act" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: KANSAS CITY CHAPTER OF THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

2. The period of duration of the Corporation is: Perpetual.

3. The address of its initial registered office in the State of Missouri is: 1500 Meadow Lake Parkway, Kansas City 14, Missouri; and the name of its initial registered agent at said address is: T. D. Samuel III.

4. The number of Directors shall be as fixed by the By-laws and may be increased or decreased from time to time by amendment of the By-laws except the number of Directors shall not be less than three (3). The first Board of Directors shall be six (6) in number. The names and addresses of the Directors and offices held are as follows:

T. D. Samuel III,
President

1500 Meadow Lake Parkway,
Kansas City 14, Mo.

B. E. Ericsson, Jr.,
Secretary-Treasurer

5316 Canterbury Road,
Shawnee Mission, Kansas

Ralph M. Mitchell,
First Vice President

4600 E. 63rd St. Trafficway,
Kansas City 41, Mo.

John C. Monroe,
Second Vice President

818 Grand Avenue,
Kansas City 6, Mo.

Herbert M. Woolley,
Director

1016 Baltimore,
Kansas City 5, Mo.

Laurie R. Russell,
Director

1500 Meadow Lake Parkway,
Kansas City 14, Missouri

who shall hold office until the first meeting of the Corporation.

5. The purposes for which this Corporation is organized which it proposes to pursue in conducting its affairs are:

(1) To foster and promote the interests of persons, firms, groups, associations, corporations and others engaged in any phase of the business of writing, preparing, compiling, or in any way utilizing specifications in the construction and allied industries;

(2) To promote improved specification practices in the construction and allied industries;

(3) To gather, compile and analyze statistics and

information relating to or useful in the conduct of such activities;

(4) To engage in research and study of any and all problems and aspects of specification writing;

(5) To establish and maintain the institute as a clearinghouse of unbiased technical information on specifications for the fabrication and installation of construction materials and equipment;

(6) To promote closer relations and cooperation among its members;

(7) To further the common interests and opportunities of its members in any and every lawful manner and to do anything necessary and proper for the accomplishment of the objects and purposes herein set forth or which shall be recognized as proper and lawful objectives and purposes of a business league.

6. Powers of the Corporation:

(1) To purchase, take, receive, lease as lessee or lessor, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use, and otherwise deal in and with any real or personal property, or any interest therein, situated within or without this state, as may be necessary and proper for carrying on its legitimate affairs; provided that any corporation may hold for fifteen years real estate acquired in payment of a debt, by foreclosure or otherwise, and real estate exchanged therefor, even though not necessary for carrying on its legitimate affairs.

(2) To receive and take by gift, grant, assignment, transfer devise or bequest, any real or personal property in trust for any charitable, religious, educational, scientific, or benevolent purposes and for such other purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions thereof.

(3) To sell, convey, mortgage, pledge, lease as lessor or lessee, and otherwise dispose of all or any part of its property and assets.

(4) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge or otherwise dispose of, such shares, interests, or obligations.

(5) To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds and other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and income.

(6) To invest its funds from time to time in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned.

(7) To conduct its affairs, carry on its operations, and have offices within and without this state, and to exercise in other states, territory, district or possessions of the United States, or in any foreign country, the powers granted by sections 355.010 to 355.520.

(8) To elect or appoint officers and agents of the Corporation, and to define their duties and fix their compensations.

(9) To make and alter By-laws not inconsistent with these Articles of Incorporation or with the laws of this state, for the administration and the regulation of the affairs of the Corporation.

(10) To make donations in furtherance of any of its purposes and in time of war to make donations to the United States or to associations and organizations aiding the United States in war activities, and to lend money to the state or federal government for war purposes.

(11) To cease its corporate activities and surrender its corporate franchise.

(12) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(13) To alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or by the By-laws. The By-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

(14) To take, hold, use and manage, lease and otherwise dispose of all property which in any manner may come to said Corporation, charged with any trust or trusts, and to execute or carry out such trusts as may be imposed upon or confided to it.

(15) To sue and be sued, complain and defend in its corporate name.

(16) To amend, alter or change or repeal any and all provisions contained in these Articles of Incorporation and any subsequent amendment thereto in the manner now or hereafter prescribed by Statute.

7. An annual meeting of the members shall be held at such time as may be provided in the By-laws. Failure to hold the annual meeting, or failure to hold the annual meeting at the designated time, shall

8. Special meetings of the members may be called by the President or by the Board of Directors. Special meetings of the members may also be called by such other officers or persons or number or proportion of members as may be provided in the Articles of Incorporation or by the By-laws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be called by members having one twentieth of the votes entitled to be cast by the entire membership.

9. This Corporation shall be managed and controlled by a Board of Directors in such manner and number as may be prescribed by the By-laws of the Corporation. Said By-laws shall also provide the time and manner of election, the term of office and the regulation of its affairs in general.

10. (a) No part of the activities of this Corporation shall include the carrying on of propaganda or the attempting to influence legislation.

(b) No part of the earnings or assets of this Corporation shall inure to the benefit of any member thereof, contributor thereto, or any private, personal or selfish purpose.

(c) No part of the assets of this Corporation or income derived therefrom shall be given to or inure to the benefit of any person, corporation or organization not tax exempt under Subtitle A of the Internal Revenue Code of the United States of America.

11. No part of the income or property of the corporation may be loaned, without the receipt of adequate security and a reasonable rate of interest; no compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, may be paid; no part of the services of the corporation may be made available on a preferential basis; no substantial purchase of securities or any other property for more than adequate

consideration in money or money's worth, may be made; no substantial part of the Corporation's securities or other property, for less than an adequate consideration in money or money's worth, may be made; nor may the Corporation engage in any other transaction which results in a substantial diversion of its income.

12. The Corporation is to be financed by contributions of funds and property absolutely and in trust for its purposes herein stated and for no other purposes.

13. The private property of the members of the Corporation shall not be subject to the payment of corporate debts.

14. In event of dissolution of this Corporation, none of its property shall be distributed to any person, corporation or organization not exempt under Subtitle A of the Internal Revenue Code of the United States of America, and all of its property shall be distributed at such time solely for the purposes set forth in article five (5) hereof.

15. All members of the present unincorporated association shall automatically become members of the Corporation.

IN TESTIMONY WHEREOF, We have hereunto subscribed our names this 10 day of January, 1961.

T. D. Samuel III

 T. D. Samuel III

B. E. Ericsson, Jr.

 B. E. Ericsson, Jr.

Herbert M. Woolley

 Herbert M. Woolley

Laurie R. Russell

 Laurie R. Russell

Ralph M. Mitchell

 Ralph M. Mitchell

Al. O. ...

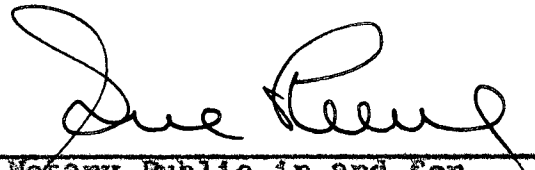
STATE OF MISSOURI

COUNTY OF Jackson

} ss.

I, Sue Reeve, a Notary Public, do hereby certify that on the 10th day of January, 1961, T. D. Samuel III, B. E. Ericsson, Jr., Herbert M. Woolley, Laurie R. Russell, Ralph M. Mitchell, and John C. Monroe personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



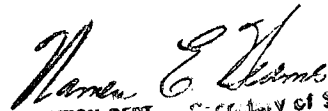
Notary Public in and for
said County and State.

My Commission expires:

My Commission Expires January 12, 1961

**FILED AND CERTIFICATE OF
INCORPORATION ISSUED**

JAN 16 1961


CORPORATION DEPT. Secretary of State

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

IN RECORDER'S OFFICE

I, NATHAN SCARRITT, Recorder of Deeds within and for the County aforesaid, do hereby certify that the foregoing instrument of writing was on the 2 day of Feb A. D. 1961, at 3 o'clock 48.9 minutes P M, duly filed for record in this office, and with the certificate of acknowledgement thereon endorsed, is recorded in the records of this office, in Book B B 5377 at page 358

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of said office, at Kansas City, Missouri, the day and year last aforesaid.

NATHAN SCARRITT, Recorder By Mark Cohen Deputy

~~B368651~~

ARTICLES OF INCORPORATION
OF
KANSAS CITY CHAPTER OF THE
CONSTRUCTION SPECIFICATIONS
INSTITUTE, INC.

STATE OF MISSOURI
JACKSON COUNTY 188
RECEIVED FOR RECORD

1961 FEB 2 PM 3 48.9

NATHAN SCARRITT
RECORDER OF DEEDS

BY Mark Cohen D. R.

B5377 PAGE 358 OF
FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JAN 16 1961

Mark Cohen
CORPORATION DEPT. Secretary of State

KIRCHNER, VANICE AND EARNSHAW

ATTORNEYS AT LAW
SUITE 322 PROFESSIONAL BUILDING
103 GRAND AVENUE
KANSAS CITY 6, MISSOURI

5:75