

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

SUNFLOWER RECREATIONAL TRAILS, INC.*
(formerly **RAILS-TO-TRAILS COALITION OF KANSAS, INC.**)

ARTICLE I - NAME

The name of the Corporation (the "Corporation") is: **Sunflower Recreational Trails, Inc.**, formerly **Rails-to-Trails Coalition of Kansas, Inc.** incorporated December 2, 1987.

ARTICLE II - REGISTERED OFFICE AND RESIDENT AGENT

114 Pawnee Ave.

The address, including street, number, city and county, of the registered office of the Corporation in the state of Kansas is ~~4500 Overland Dr., #103A, Lawrence, Douglas County,~~
The name of the Corporation's resident agent at such address is ~~Mr. Charles Benjamin, Esq.~~

Sunflower Rail-Trails Conservancy, Inc.

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KANSAS
SECRETARY OF STATE

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ARTICLE III - OBJECTS AND PURPOSES

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code.

Without limiting the generality of the foregoing, the Corporation's purposes shall include, but not be limited to: (1) promoting and facilitating the development of recreational trails in the state for use by the general public; (2) educating the public on the benefits of recreational trails; (3) facilitating the formation of an alliance of organizations concerned with recreational trails in the state; (4) encouraging the development of nature-based and recreation-based tourism and economic development; and, (5) cooperating with local, state, federal and private agencies concerned with the foregoing; provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this Corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt from federal income tax under 501(a) of the Code by reason of description in Section 501(c)(3) of the Code.

** Name legally changed to Sunflower Rail-Trails Conservancy, Inc.
On August 17, 2010.*

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, contributors, or other persons in their private capacity, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article.

ARTICLE IV – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for purposes of the Corporation or distribute to another organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the District 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 V – CAPITAL STOCK

The Corporation shall have no authority to issue Capital Stock.

ARTICLE VI - MEMBERSHIP

The conditions of membership shall be fixed by the Bylaws.

ARTICLE VII - INCORPORATORS

The name and address of each Incorporator is:

Larry L. Ross, 346 No. Bluff St., Wichita, Kansas 67207

Clark H. Coan, 936 Illinois St., Apt. 1, P.O. Box 44-2043, Lawrence, KS 66044

ARTICLE VIII - EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE IX – BOARD OF DIRECTORS

All powers of the incorporators shall terminate upon the election by them of the Corporation's Board of Directors. Such election shall be held as soon as practical after the filing of these Articles of Incorporation. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or the Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation; to determine the policies of the Corporation; to do or cause to be done any and all lawful things for and on behalf of the Corporation; to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (1) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a nonprofit Corporation organized under the laws of the State of Kansas, (2) none of the powers of the Corporation shall be exercised to carry on activities, which are not in themselves in furtherance of the purposes of the Corporation, and (3) all income and property of the Corporation shall be applied exclusively for such charitable, educational and scientific purposes as the Board of Directors may deem to be in the public interest, in any manner or by any method which the directors may from time to time deem advisable. The number of directors of the number of directors shall be fixed in the manner provided in the Bylaws of the Corporation.

ARTICLE X - INDEMNIFICATION

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that s/he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

B. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against all expenses actually, including attorneys' fees, and amount paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit, if he or she acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B of this Article, or in defense of any claim, issue or other matter therein, such director, officer, employee or agent shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by such person in connection with the action, suit or proceeding.

D. Any indemnification under Sections A and B of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such director, officer, employee or agent has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs or by independent legal counsel in a written opinion, or by the voting members.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized in this Article.

F. The indemnification and advancement of expenses provided by, or granted pursuant to this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any other provision of law, the Articles of Incorporation or any agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

G. The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other Sections of this Article, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in a duly adopted amendment of the Articles of Incorporation of the Corporation or (ii) is authorized, directed, or provided for in any agreement provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this subsection shall be deemed to limit the power of the Corporation under Section F of this Article to enact bylaws or to enter into agreements without director adoption of the same.

H. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

I. For the purpose of this Article, references to the "Corporation" include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have the power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation in the same capacity.

J. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

K. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI – NO PERSONAL LIABILITY FOR CORPORATE DEBTS

The directors and members of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a member or director, except (i) for any breach of the director's loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of a law; (iii) under K.S.A. 17-6424 and amendments thereto; or (iv) for any transaction from which the director derived an improper personal benefit.

These Articles of Incorporation have been restated and amended and were duly adopted by the Board of Directors of the Rails-to-Trails Coalition of Kansas, Inc., under the provisions of K.S.A. 17-6601, and amendments thereto, K.S.A. 17-6602, and amendments thereto, and K.S.A. 17-6605 *et seq* and amendments thereto. These restated and amended articles, including any further amendments or changes made thereby, shall be the articles of incorporation of the corporation, but the original date shall remain unchanged.

IN WITNESS WHEREOF, these Articles of Incorporation are duly executed and acknowledged, filed and recorded in accordance with K.S.A. 17-6003, and amendments thereto, on this 30th day of November, 2000.

Larry L. Ross
Larry L. Ross, Original Incorporator and Co-Chair, *Secr.*
Clark H. Coan
Clark H. Coan, Original Incorporator, Co-Chair and Treasurer

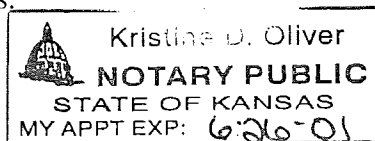
Acknowledgment

State of Kansas, County of Shawnee

This instrument was acknowledged, signed and sworn to before me on November 30, 2000, by Larry L. Ross, Original Incorporator and Co-chair, and Clark H. Coan, Original Incorporator, Co-chair and Treasurer of the Rails-to-Trails Coalition of Kansas, Inc. (Sunflower Recreational Trails, Inc.).

Kristine D. Oliver
Notary Public

My Commission Expires:



I hereby certify this to be a true and correct copy of the original on file. Certified on this date: Nov 30, 2000

Ron Thornburgh, Secretary of State

AP

53-15

KANSAS SECRETARY OF STATE

Domestic For-Profit Corporation
Certificate of Amendment

CONTACT: Kansas Secretary of State, Ron Thornburgh

Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594

(785) 296-4564
kssos@kssos.org
www.kssos.org

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INSTRUCTIONS: All information must be completed or this document will not be accepted for filing.
Please read instructions before completing.

1. Business entity ID number:

This is not the Federal Employer ID Number (FEIN)

161-069-0

2. Name of the corporation:

Name must match the name on record with the Secretary of State

Sunflower Recreational Trails, Inc.

3. The articles of incorporation are amended as follows:

The name of the corporation shall be:

Sunflower Rail-Trails Conservancy, Inc.

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4. The amendment was duly adopted in accordance with the provisions of K.S.A. 17-2709(a) or 17-6602.

5. Future effective date:

A future effective date must be within 90 days of filing date

Upon filing (Aug. 17, 2010)

Future effective date _____
Month Day Year

6. I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct and that I have remitted the required fee.

X

Signature of authorized officer

May 2, 2010

Date (month, day, year)

Larry Ross, President

Name of signer (printed or typed)

Instructions:

1. Submit this form with the \$35 filing fee.

I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: Aug 17, 2010

Chris Biggs, Secretary of State

STAY UP-TO-DATE ON YOUR ORGANIZATION'S STATUS, ANNUAL REPORT DUE DATE AND CONTACT ADDRESSES BY GOING TO WWW.KSSOS.ORG. UNDER QUICK LINKS, SELECT SEARCH BUSINESS ENTITY INFORMATION.

NOTICE: There is a \$25 service fee for all checks returned by your financial institution.
All information must be completed or this document will not be accepted for filing.

161.069.0

Kansas Secretary of State
Corporation Change of Registered Office or Agent

RO

All information must be completed or this document will not be accepted for filing.

1. Name of the corporation
SUNFLOWER RECREATIONAL TRAILS, INC
Name must match the name on record with the Secretary of State

06-25-2002	11:14:00
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2. State of organization KANSAS

3. The registered office in the state of Kansas is changed to:
(Address must be a street address. A post office box is unacceptable.)

114 PAWNEE AVE., LAWRENCE, KS 66046
Street Address City State Zip Code

4. The resident agent in Kansas is changed to:
SUNFLOWER RECREATIONAL TRAILS, INC.
Individual or Kansas Corporation

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.

Executed on the 23 of June, 2002
Day Month Year

Larry L. Ross
President or Vice President
Clark H. Coan
Secretary or Assistant Secretary

I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: June 25, 2002
Ron Thornburgh, Secretary of State

Please submit this form in duplicate with the \$20 filing fee.

Contact Information

Kansas Secretary of State
Ron Thornburgh
 Memorial Hall, 1st Floor
 120 SW 10th Avenue
 Topeka, KS 66612-1240
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 SECRETARY OF STATE
 KANSAS
 JUN 25 2002