

IN THE CIRCUIT COURT FOR JACKSON COUNTY, MISSOURI, AT KANSAS CITY

In the Matter of the Application of )  
LALMBA ASSOCIATION ) No. 668098  
by Pro Forma Decree )

PRO FORMA DECREE OF INCORPORATION

The petition for Pro Forma Decree of Incorporation of LALMBA ASSOCIATION having been heretofore presented to the Court, the matter having on this 32<sup>nd</sup> day of April, 1965, come regularly before the Court for hearing, and the Court having heard evidence and having been fully advised in the premises, finds as follows:

(1) The petition for Pro Forma Decree of Incorporation was signed by the persons holding the offices respectively of President, Secretary and Treasurer of the Association. (2) The petition herein was presented to the Court and has remained on file in the office of the clerk of this Court for more than three days thereafter. (3) Edward FitzGerald, a competent attorney heretofore appointed as friend of the Court, has filed herein his report. (4) The Articles of Agreement and the purpose of the Association come properly within the purview of Chapter 352 of the Revised Statutes of the State of Missouri 1959, and are not inconsistent with the constitution or laws of the United States or of the State of Missouri.

NOW THEREFORE, in consideration of the premises, it is by the Court ordered, adjudged and decreed as follows:

The petition in this cause filed is granted, and the clerk of this Court is hereby directed to endorse a certified copy of this order, upon or to be attached to the Articles of Association of LALMBA ASSOCIATION: Upon the recording of the Articles of Agreement with the certificate aforesaid, in the office of the recorder of deeds for Jackson County, and upon the then filing of same in the office of the Secretary of State of the State of Missouri, the petitioners, their associates and successors shall be created and are hereby declared to be, a body corporate and politic by the corporate name of LALMBA ASSOCIATION.

*Richard W. Koenigsberg*  
\_\_\_\_\_  
JUDGE

A TRUE COPY  
ATTEST:  
JOHN J. McFADDEN, Circuit Clerk  
By *A. M. O'Brien*  
D. O

ARTICLES OF ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, THAT

The undersigned have entered into an agreement whereby we have associated ourselves together for the purpose of forming a corporation under the provisions of Chapter 352 of the Revised Statutes of the State of Missouri, 1959, relating to benevolent, religious, scientific, educational and miscellaneous corporations, such agreement being in writing, having the form of a constitution, and being in words and figures as follows, to-wit:

CONSTITUTION OF "LALMBA ASSOCIATION"

I.

The name of the association shall be "LALMBA ASSOCIATION".

II.

The association shall be located in Kansas City, Jackson County, Missouri.

III.

The existence of the association shall be perpetual.

IV.

The purposes for which the association is formed are as follows:

- (a) To provide medical aid and assistance to the poor, or to establish, maintain and operate clinics, hospitals or other medical facilities in any distressed area. To provide medicines and develop systems for rendering medical aid, in any area where adequate medical facilities are not available.
- (b) To reduce natural health hazards, such as areas breeding the malarial mosquito, and areas not having potable water. To educate the uninformed in regard to eradication of harmful animals, reptiles and insects.
- (c) To train and educate the uninformed; to construct, maintain, operate and supply institutions of learning; to provide educational material to the poor and to provide teachers for communities financially unable to obtain them.
- (d) To aid and assist the uninformed in the use of available natural resources, in order to better improve their way of life. To provide implements, tools and machinery in order to help the poor to improve their crops, housing, manufacturing processes and the like. To instruct the uninformed in the improvement of herds of livestock.
- (e) To establish, maintain and operate a training center or centers where selected individuals of adjoining communities may receive training in order to improve practices and conditions in the administration of simple medicines and that which is generally known as First Aid. To teach improved methods of sanitation; all of the foregoing to be in areas where adequate medical aid and assistance is not available.

(f) To conduct any program of any kind which will tend to the betterment of humanity, with particular emphasis on teaching the uneducated and uninformed, in the art of self-help.

(g) To do all or any good in the order of benevolence.

(h) To provide food, shelter or clothing, or any needed aid to the poor.

(i) To act in any fiduciary capacity when thereunto authorized by law.

(j) To engage in or to assist others in scientific endeavors, including the field of research.

The corporation shall not be required to do all of the foregoing, but the performance of one or more of them shall be sufficient.

It is not intended that the corporation practice or encourage the unlawful practice of medicine.

#### V.

Pursuant to the objects for which the association is formed, it shall have the power:

(a) To receive, acquire, hold, possess and enjoy donations, gifts, grants, devises and bequests, upon such terms, if any, as the donor of any such fund or property may prescribe.

(b) To have one or more offices within or without the State of Missouri.

(c) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise hold and possess or dispose of shares of capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State, Country, Nation or Government, and while the owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(d) To borrow money within the limits prescribed by law; to evidence the indebtedness thereby created in any lawful manner, and to secure payment of money so borrowed by deed of trust, mortgage, pledge or in any other appropriate form of instrument, of or upon the whole or any part of its assets or properties, real or personal.

(e) To invest and keep invested the moneys and other personal property of the association, and to collect and receive the income therefrom, and generally to expend and disburse all such moneys and use any part or all of such moneys or properties of the association for the furtherance of its particular objects and purposes.

(f) To buy, sell, own, hold, exchange, pledge, mortgage, hypothecate, or otherwise deal in and operate, manage, rent, lease and control tangible properties, real, personal or mixed, of every type, kind or nature; to own, hold or dispose of and otherwise exercise any and all lawful rights in or to intangible property of every kind; to own, possess and have all of the rights, privileges and security by law provided which owners of patents, copyrights, trademarks and other statutory rights and privileges may properly exercise; and generally to deal in all such properties to the extent provided by law either in furtherance of its own objects and purposes or in trust for the use or benefit of any person, society, association, corporation or organization having benevolent, religious, scientific or educational objects or purposes.

(g) To sue and be sued and to have a corporate seal.

(h) To act as trustee and to take by gift, deed, bequest or devise, in its corporate capacity, any property, real or personal, for the uses and purposes of any trust by which the association may lawfully act as trustee, and to execute any such trust.

(i) And generally to have, hold, use and enjoy all corporate powers, privileges, rights and franchises permitted by law, without limitation because of the specification of rights, powers and privileges herein contained, all in the general conduct of its business.

VI.

The internal organization and form of government of the association shall be regulated by the By-Laws of the association as the same may from time to time provide.

VII.

The membership of the association shall consist of the members signatory hereto and such additional members as may acquire membership as provided by the By-Laws of the association as hereafter adopted and as from time to time amended. Tenure of membership, including that of the members signatory hereto, shall be fixed as said By-Laws may from time to time provide.

VIII.

If the corporation be dissolved, then any of its assets remaining after discharge of its obligations shall be distributed to only such charitable or educational institutions, contributions to which shall be tax deductible for income tax purposes under the laws of the United States of America at the time in force and effect. Within such classification, the Board of Directors shall determine the organizations to which and in what proportions distribution shall be made.

IX.

None of the income or property of the corporation shall inure to the benefit of any member excepting only for reasonable compensation paid for services rendered.

IN WITNESS WHEREOF, we have hereunto set our hands at Kansas City, Missouri, this 14 day of April, 1965.

Robert T. Danner  
James M. Miller  
G. V. Gesto

Charles H. Danner  
James M. Miller III  
Paul C. Danner

Arthur J. Stone  
Margaret E. Downey  
J. W. Miller  
Norman J. Jones  
Dr. Fred Deering  
John T. Murphy  
H. Vile

Mrs. Geo. W. King  
Richard Bellamy  
Edward S. Davis  
Mrs. Elizabeth Dargent  
Mary Frances Hansen  
George W. Meyer  
Mrs. John Meyer

IN THE CIRCUIT COURT FOR JACKSON COUNTY, MISSOURI, AT KANSAS CITY

In the Matter of the Application of )  
LALMBA ASSOCIATION )  
by Pro Forma Decree )

No. 668098

Div. No. 2

FILED  
JUL 12 1965

JOHN A. McFADDEN, CLERK  
D.C.

PETITION FOR AMENDMENT OF CONSTITUTION

Come now Hugh F. Downey, A.V. Cresto and Margaret E. Downey and respectfully represent that they are the President, Secretary and Treasurer respectively of Lalmba Association, a corporation heretofore organized under Pro Forma Decree of incorporation of this Court.

Your petitioners show the Court that at a meeting held in the manner prescribed by the By-Laws of the Association, the constitution of the Association was by unanimous vote proposed to be amended; that such proposed amendment is in all respects germane to the charter heretofore granted by this Court.

Your petitioners further show the Court that they have been directed to submit the proposed amendment to this Court, together with a petition for a Pro Forma Decree thereon; that said amendment is in words and figures as attached hereto, and by reference, made a part of this petition.

Petitioners respectfully show the Court that the purpose of the amendment of the charter of the Association is to comply with suggestions of the Department of Revenue of the United States, in order that there may be no question that the corporation will be a tax exempt corporation for Federal tax purposes.

WHEREFORE your petitioners respectfully pray that this Court issue its order declaring that the charter of Lalmba Association is amended, so that such charter shall in its entirety be in the form attached hereto.

Hugh F. Downey  
HUGH F. DOWNEY, President

A.V. Cresto  
A.V. CRESTO, Secretary

Margaret E. Downey  
MARGARET E. DOWNEY, Treasurer

CONSTITUTION OF "LALMBA ASSOCIATION"

I.

The name of the association shall be "LALMBA ASSOCIATION".

II.

The association shall be located in Kansas City, Jackson County, Missouri.

III.

The existence of the association shall be perpetual.

IV.

The purposes for which the association is formed are exclusively as charitable and educational and in furtherance thereof and for no other purpose shall operate more specifically as follows:

(a) To provide medical aid and assistance to the poor, or to establish, maintain and operate clinics, hospitals or other medical facilities in any distressed area. To provide medicines and develop systems for rendering medical aid, in any area where adequate medical facilities are not available.

(b) To conduct educational programs and to aid the poor in the reduction of natural health hazards. To educate the uninformed in regard to eradication of harmful animals, reptiles and insects.

(c) To train and educate the uninformed; to construct, maintain, operate and supply institutions of learning; to provide educational material to the poor and to provide teachers for communities financially unable to obtain them.

(d) To aid and assist the uninformed in the use of available natural resources, in order to better improve their way of life. To provide implements, tools and machinery in order to help the poor to improve their crops, housing, manufacturing processes and the like. To instruct the uninformed in the improvement of herds of livestock.

(e) To establish, maintain and operate a training center or centers where selected individuals of adjoining communities may receive training in order to improve practices and conditions in the administration of simple medicines and that which is generally known as First Aid. To teach improved methods of sanitation; all of the foregoing to be in areas where adequate medical aid and assistance is not available.

(f) To conduct educational programs which will tend to the betterment of humanity, with particular emphasis on teaching the uneducated and uninformed, in the art of self-help.

(g) To do all or any good in the order of charity.

(h) To provide food, shelter or clothing, or any needed aid to the poor.

(i) To act in any fiduciary capacity when thereunto authorized by law and not prohibited by Section 501 (c) (3) of the Internal Revenue Code of the United States.

(j) To engage in or to assist others in scientific research.

The corporation shall not be required to do all of the foregoing, but the performance of one or more of them shall be sufficient.

It is not intended that the corporation practice or encourage the unlawful practice of medicine.

#### V.

Pursuant to the objects for which the association is formed, it shall have the power:

(a) To receive, acquire, hold, possess and enjoy donations, gifts, grants, devises and bequests, upon such terms, if any, as the donor of any such fund or property may prescribe.

(b) To have one or more offices within or without the State of Missouri.

(c) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise hold and possess or dispose of shares of capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State, Country, Nation or Government, and while the owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(d) To borrow money within the limits prescribed by law; to evidence the indebtedness thereby created in any lawful manner, and to secure payment of money so borrowed by deed of trust, mortgage, pledge or in any other appropriate form of instrument, of or upon the whole or any part of its assets or properties, real or personal.

(e) To invest and keep invested the moneys and other personal property of the association, and to collect and receive the income therefrom, and generally to expend and disburse all of such moneys and use any part or all of such moneys or properties of the association for the furtherance of its particular objects and purposes.

(f) To buy, sell, own, hold, exchange, pledge, mortgage, hypothecate, rent, lease and control tangible properties, real, personal, or mixed, of every type, kind or nature; to own, hold or dispose of and otherwise exercise any and all lawful rights in or to intangible property of every kind; to own, possess and have all of the rights, privileges and security by law provided which owners of patents, copyrights, trade-marks and other statutory rights and privileges may properly exercise; and generally to deal in all such properties to the extent permitted by law.

(g) To sue and be sued and to have a corporate seal.

(h) To act as trustee and to take by gift, deed, bequest or devise, in its corporate capacity, any property, real or personal, for the uses and purposes of any trust by which the association may lawfully act as trustee, and to execute any such trust.

(i) And generally to have, hold, use and enjoy all corporate powers, privileges, rights and franchises permitted by law, without limitation because of the specification of rights, powers and privileges herein contained, all in the general conduct of its business.

(j) In connection with all of the foregoing, the corporation shall exercise only such powers as are in furtherance of its exempt purposes under Section 501 (c) (3) of the Internal Revenue Code of the United States of America, and the corporation shall not engage, except to an insubstantial extent, in activities which in themselves are not in furtherance of its exempt purposes.

#### VI.

The internal organization and form of government of the association shall be regulated by the By-Laws of the association as the same may from time to time provide.

#### VII.

The membership of the association shall consist of the members signatory hereto and such additional members as may acquire membership

as provided by the By-Laws of the association as hereafter adopted and as from time to time amended. Tenure of membership, including that of the members signatory hereto, shall be fixed as said By-Laws may from time to time provide.

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If the corporation be dissolved, then any of its assets remaining after discharge of its obligations shall be distributed to only such charitable or educational institutions, contributions to which shall be tax deductible for income tax purposes under the laws of the United States of America at the time in force and effect. Within such classification, the Board of Directors shall determine the organizations to which and in what proportions distribution shall be made.

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