

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE DWAYNE PEASLEE TECHNICAL TRAINING CENTER, INC.

The following Amended and Restated Articles of Incorporation are hereby adopted by the Board of Directors of The Dwayne Peaslee Technical Training Center, Inc., undersigned incorporator hereby forms and establishes a corporation NOT FOR PROFIT under the laws of the State of Kansas.

ARTICLE I

The name of the corporation is The Dwayne Peaslee Technical Training Center, Inc.

ARTICLE II

The location of the corporation's registered office in this state is 2920 Haskell Avenue, Ste 100, Lawrence, Kansas 66046646 Vermont Street, Suite 200, Lawrence, Kansas 66044. The resident agent at that address is Hugh E. Carter the Chief Executive Officer.

ARTICLE III

The corporation is organized NOT FOR PROFIT exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. The objects and purposes to be transacted and carried on are:

- (1) To engage in, encourage, promote, finance, contribute to, or carry on, charitable or educational works, endeavors and activities of any and all kinds.
- (2) To own, maintain and operate an educational institution for providing industrial and career education and training to members of the public. The general purpose of the corporation is to operate solely and exclusively as an educational organization.
- (3) To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which the corporation is formed, as such laws are now in effect or may at any time hereafter be amended. In furtherance, and not limitation, of the foregoing, the corporation shall have the power, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes, to:

- a. Solicit and accept voluntary contributions and to accept, receive, and administer real and personal property by gift, grant, devise, trust agreement, bequest, exchange or otherwise;
- b. Enter into contracts for the provision of classroom facilities and goods and equipment necessary or convenient for educational purposes;
- c. Enter into contracts with individuals, entities and other educational institutions for the purpose of promoting or providing educational opportunities;
- d. Acquire, purchase, hold, lease, convey, mortgage and pledge real and personal property in Kansas, other states of the United States and elsewhere; and
- e. Establish such accounts as may be necessary or incidental to the governing and administration of the corporation.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

- i. The corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent the corporation from qualifying (and continuing to qualify) as an organization described in §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
 - ii. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - iii. No salary, compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of the corporation, or substantial contributor to it, except as reimbursement for actual expenditures or payment for services actually made or rendered to or for the corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among any such persons; and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c)(3) of the internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); provided, however, that employees of the corporation may receive salaries and reimbursement for actual expenses incurred in conducting the business of the corporation;
- (4) Upon the dissolution of the corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of 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 §501(c)(3) of the internal Revenue Code of 1986 (or the corresponding provision of any future Unites States Internal Revenue law), as the governing board shall determine. Any 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 IV

The corporation will NOT have authority to issue capital stock and the conditions of membership shall be fixed by the bylaws of the corporation.

ARTICLE V

The business and affairs of the corporation shall be managed by a Board of Directors, with the directors of said board also to constitute the membership of the corporation. The Board of Directors shall have all powers granted by Kansas law and statutes. The method of electing directors and their terms of office shall be fixed by the bylaws of the corporation.

ARTICLE VI

No director, nor any governmental entity or person appointing any director, shall be personally liable to the corporation ~~or its stockholders~~ for monetary damages for any breach of fiduciary duty by such director as a director or for any act of the corporation in the conduct of its business. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (1) for breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) under the provisions of K.S.A. §17-6424 and any amendments thereto; or (4) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect upon the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

ARTICLE VII

The term for which the corporation is to exist is perpetual.

ARTICLE VIII

No member of the corporation shall benefit financially from the dissolution thereof. In the event of dissolution of the corporation, the assets of the corporation shall be distributed as set forth in ARTICLE III hereof.

~~ARTICLE IX~~

~~The name and mailing address of the incorporator is:~~

~~Hugh Carter, V.P. External Affairs
The Chamber of Lawrence Kansas
646 Vermont St., Ste 200
Lawrence, KS 66044~~

ARTICLE IX

The number of directors may be increased or decreased from time to time by amendment of the bylaws.

~~ARTICLE XI~~

~~The names and mailing addresses of the persons who are to serve as directors until their successors are elected and qualified are as follows:~~

~~Larry McElwain, CEO
The Chamber of Lawrence Kansas
Economic Development Corporation of Lawrence and Douglas County
646 Vermont St., Ste 200
Lawrence, KS 66044~~

~~Cynthia Yulich, Chair
Economic Development Corporation of Lawrence and Douglas County
646 Vermont St., Ste 200, Lawrence, KS 66044~~

~~Mike McGrew, Chair
The Chamber of Lawrence Kansas
646 Vermont St., Ste 200
Lawrence, KS 66044~~

~~Hon. Mike Amyx
Mayor, City of Lawrence~~

~~City Hall
6 East 6th Street
Lawrence, KS 66044~~

~~David Corliss
Lawrence City Manager
City Hall
6 East 6th Street
Lawrence, KS 66044~~

~~Mike Gaughan
Commissioner
Douglas County Commission
1100 Massachusetts Street
Lawrence, KS 66044~~

~~Craig Weinaug
Douglas County Administrator
1100 Massachusetts Street
Lawrence, KS 66044~~

~~Dr. Richard Doll
Superintendent
Unified School District 497
110 McDonald Drive
Lawrence, KS 66044~~

~~Erika Dvorske
United Way of Douglas County
2518 Ridge Court, Suite 200
Lawrence, KS 66046-3079~~

~~Rick Salyer
Union Representative
Plumbers & Pipefitters Local 441
930 East 28th Street
Lawrence, KS 66046~~

~~Shirley Martin-Smith
Adecco Employment Services~~

~~100 E 9th Street
Lawrence, KS 66044 2623~~

~~Miles Schnaer
Crown Automotive
3430 S. Iowa
Lawrence, KS 66046~~

~~Luke Livingston
Big Heart Pet Brands
727 N. Iowa St.
Lawrence, KS 66044 8120~~

~~Steve Cooper
Berry Plastics Corporation
2330 Packer Road
Lawrence, KS 66044~~

~~Don McGlenn
Hallmark Cards, Inc.
101 McDonald Drive
Lawrence, KS 66044~~

ARTICLE X~~H~~

The power to adopt, amend and repeal the bylaws of the corporation shall reside in the Board of Directors of the corporation.

ARTICLE XI~~H~~

The corporation shall maintain general liability insurance in such amount as shall be determined by the Board of Directors, so as to enable volunteers of the corporation to come within the provisions of K.S.A. §60-3601.

IN TESTIMONY WHEREOF, I have hereunto set my name on this day of , 2022~~1st~~ day of July, 2014.

Hugh E. Carter, Incorporator

Print Name: _____

Secretary