

CERTIFICATE OF AMENDMENT TO AND RESTATEMENT OF
ARTICLES OF INCORPORATION

OF

DOUGLAS COUNTY DEVELOPMENT, INC.

(originally incorporated in the Secretary of States office on July 21, 1986.)

The undersigned President and Secretary of DOUGLAS COUNTY DEVELOPMENT, INC., being duly authorized, do hereby certify that at a meeting of the Board of Directors held on the 7th day of December, 1988, a resolution was passed to amend the Articles of Incorporation and that thereafter, pursuant to said resolution and in accordance with the bylaws of the Corporation and the laws of the State of Kansas, at a subsequent meeting of the members of the Corporation held on the 22nd day of December, 1988, the Articles of Incorporation were amended and are restated as follows:

ARTICLE I

Name

The name of this Corporation is DOUGLAS COUNTY DEVELOPMENT, INC.

ARTICLE II

Registered Office and Resident Agent

The address of the registered office of the Corporation in this state is 209 W. 8th Street in the City of Lawrence, County of Douglas, Kansas, 66044. The resident agent at that address is the Chamber of Commerce of Lawrence, Kansas.

ARTICLE III

Purpose

This Corporation is organized NOT FOR PROFIT and the objects and purposes to be served, promoted and/or conducted are:

(a) To foster the industrial and commercial growth and development of Douglas County, Kansas.

(b) To purchase, develop, manage, and lease, sell or otherwise dispose of real estate, buildings and other forms of industrial and commercial improvements of any kind, and other associated property of whatever kind or description.

SECRETARY OF STATE
DOUGLAS COUNTY

1989

In furtherance of its purposes, the corporation shall have all the powers conferred by the Kansas General Corporation Code on corporations organized NOT FOR PROFIT and, specifically, but not by way of limitation, this Corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge real and personal property in the State of Kansas and elsewhere, as shall be appropriate or convenient to the transaction of its business and the realization of its objects and purposes.

Notwithstanding the foregoing, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinabove set forth. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from Federal income tax under Sections 501(c)(4) or (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV Capital Stock

The Corporation shall not have the authority to issue capital stock. The membership of the Corporation shall be composed of one class denominated as voting members and one class denominated as non-voting members. Voting members shall be those individuals serving as members of the Board of Directors of the Chamber of Commerce of Lawrence, Kansas. Non-voting members shall be those persons who are members (but not on the Board of Directors) of the Chamber of Commerce of Lawrence, Kansas.

ARTICLE V Board of Directors

The business of the Corporation shall be managed by a Board of Directors to be selected in accordance with the Bylaws of the Corporation. The Board of Directors shall have all the powers granted by Kansas law and statutes and shall have the power to alter, amend or repeal the Bylaws of the Corporation. The initial directors shall be appointed by the incorporator.

ARTICLE VI
Perpetual Existence

The term for which this Corporation is to exist is perpetual.

ARTICLE VII
Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated as an exempt organization or organizations under Sections 501(c)(3), (4), or (6), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Douglas County exclusively for such purposes or to such organization or organizations as said Court shall determine to be organized and operated exclusively for such purposes.

The undersigned officers further certify that said Amended and Restated Articles of Incorporation were duly adopted in accordance with the provisions of K.S.A. 17-6602, as amended.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 5/9 day of January, 1989.

DOUGLAS COUNTY DEVELOPMENT, INC.

By: _____

Robert C. Johnson, Sr.
President

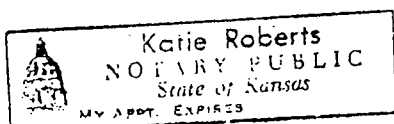
By: _____

TERRY J. SCHLITZ
Secretary

STATE OF KANSAS)
) ss:
COUNTY OF DOUGLAS)

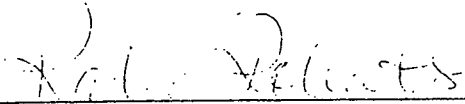
BE IT REMEMBERED that on this 31st day of January, 1989, before me the undersigned, a Notary Public in and for the County and State aforesaid came Robert C. Johnson, Sr., as PRESIDENT and Terry J. Sutcliffe as SECRETARY of DOUGLAS COUNTY DEVELOPMENT, INC., a corporation duly organized, incorporated and existing under and by the virtue of the laws of Kansas, who are personally known to me to be the persons who executed, as such officers, the within instrument of writing on behalf of such corporation, and such persons duly acknowledged the execution of the same to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of January, 1989.



My Appointment Expires:

10-15-92



Notary Public
Katie Roberts