

**ARTICLES OF INCORPORATION
OF A GENERAL NOT-FOR PROFIT CORPORATION**

Honorable Jason Kander
Secretary of State
State of Missouri
P.O. Box 778
Jefferson City, MO 65102

The Undersigned natural persons of the age of eighteen years or more for the purpose of forming a corporation under The General Not-For Profit Law of the State of Missouri adopt the following:

ARTICLE ONE

The name of the corporation is: Peaceful Valley Baptist Camp.

ARTICLE TWO

The period of duration of the Corporation is perpetual.

ARTICLE THREE

The address, including street and number, if any, of the corporation's initial registered office in the state is: 22199 PEACEFUL VALLEY DR, SAINT MARY MO 63673 and the name of the initial Registered Agent at said address is DOUG SIMMINGER.

ARTICLE FOUR

The name and place of residence of each incorporator are as follows:

Name	Street	City	State	Zip
Mark Anderson	2935 Lynwood Dr	Cape Girardeau	MO	63701
Jeremy Sells	1102 2 nd Street	Scott City	MO	63780
Margaret Tallent	5103 Old Cape Rd East	Jackson	MO	63755
Georgia Helder mann	199 State Hwy OO	Burfordville	MO	63739

ARTICLE FIVE

The first Board of Directors shall be nine in number, their names and addresses being as follows:

Name	Street	City	State	Zip
Cathy Coffman	22307 State Road N	St. Mary	MO	63673
Kathy Blevins	1102 2nd Street	Scott City	MO	63780
Jerry Denton	Highway K	Patton	MO	63662
Tim Simmons	199 State Hwy OO	Burfordville	MO	63739
Tom Schmidt	408 N. Oak St.	Advance	MO	63730
Jacob Bohnert	160 PCR 350	Perryville	MO	63775
Diane Miinch	212 South High St	Jackson	MO	63755
Doug Simminger	212 South High St	Jackson	MO	63755
Linda Stafford	199 State Hwy OO	Burfordville	MO	63739

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Thereafter, the number and qualifications of members of the Board of Directors may be fixed by the Cape Girardeau Baptist Association Executive Board of Jackson MO, provided, however, that: (a) The membership of the Board of Directors shall be representative of Southeast Missouri; (b) Each member of the Board of Directors is not employed by Peaceful Valley Baptist Camp in any manner during their term of service; and (c) Each member of the Board of Directors shall be an active member of a church affiliated with a local, Southern Baptist Association of churches in Southeast Missouri.

Notice of any change in the number of Directors shall be fixed with the Secretary of State of Missouri as may be required by law.

ARTICLE SIX

The corporation shall have members. The membership shall consist of the Directors and such other persons as may be provided in the By-Laws of the Corporation.

ARTICLE SEVEN

The corporation is a public benefit corporation as defined by RSMo. Section 355.881.

ARTICLE EIGHT

The institution is formed:

1. For the purpose of providing a quality camp and retreat center for the churches of the area;
2. For the purpose of acquiring by purchases of gift and holding title to real estate and personal property, together with the power to convey, mortgage, or encumber the same, with such real estate and personal property to be used wholly for religious and moral objects and purposes;
3. For the purpose of managing endowment and other funds and property donated to the corporation;
4. Exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and
5. To carry on any and all other activities permitted by law for charitable corporations.

ARTICLE NINE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE TEN

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

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ARTICLE ELEVEN

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE TWELVE

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, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or the such organization, or organizations organized and qualify at that time as an exempt organization or organizations under Section 501(c)(3) 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. The Cape Girardeau Baptist Association of Jackson MO shall be the recipient of all assets being disposed of unless they vote to not receive all or part of these assets.

Any such assets not so disposed of shall be disposed of by the Circuit 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 THIRTEEN

The Board of Directors may adopt, repeal, and amend the By-Laws by making such request to the Executive Board of the Cape Girardeau Baptist Association. The adoption, repeal, and/or amendment of the By-Laws shall take force upon the approval of the Cape Girardeau Baptist Association Executive Board.

ARTICLE FOURTEEN

The corporation shall indemnify any Board member of the corporation or any persons who have served at its request as a director or officers of another corporation against expenses actually and reasonably incurred by him or her in commotion with the defense of any civil action, suit, or proceeding in which he or she is made, or threatened to be made, a party by reason of being or having been a director or officer except in relation to a matter as to which he or she is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation.

This indemnification is not exclusive and does not impair any other rights those indemnified may have under any provision of these Articles of Incorporation or other provisions of the By-Laws, by resolution or other authorization adopted, after notice, by a majority of the members of the Board of Directors voting at a legal meeting.

The corporation may also, by action of the Board of Directors, purchase and maintain insurance on behalf of any person who is, or was, a Board member, employee or agent of the corporation or is, or was, serving at the request of the corporation as a Board member, employee, or agent of another corporation, partnership, joint-venture, trust or other enterprise against any liability asserted against him or her and incurred by

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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 liability.

ARTICLE FIFTEEN

The corporation shall have all the powers conferred by the General Not-For Profit Corporation Law of the State of Missouri (as some now exists and as some may be amended from time to time hereafter) insofar as said powers are necessary or desirable to carry out the purposes of the corporation and insofar as said powers are consistent with and limited by the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understand that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo.

Signed by the Incorporators:
