



**N00013381**

**CERTIFICATE OF CORPORATE RECORDS**

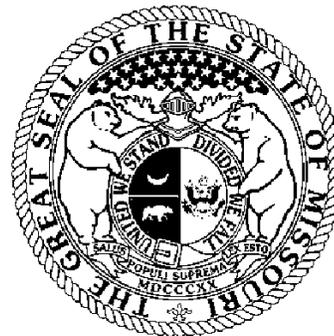
**THE CATHEDRAL SQUARE CORPORATION**

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 7th day of February, 2012

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Certification Number: 14457196-1    Reference:  
Verify this certificate online at <https://www.sos.mo.gov/businessentity/soskb/verify.asp>

ARTICLES OF INCORPORATION  
OF  
THE CATHEDRAL SQUARE CORPORATION

UNDER THE  
GENERAL NOT FOR PROFIT CORPORATION ACT

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MISSOURI 65101

We, the undersigned,

Most Reverend Charles H. Helmsing, D.D.	300 East 36th St. Kansas City, Mo. 64111
Monsignor Bernard J. Koenig	6415 Holmes Kansas City, Mo. 64131
Reverend Robert N. Deming	416 West 12th St. Kansas City, Mo. 64105

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is:

THE CATHEDRAL SQUARE CORPORATION

2. The period of duration of the corporation is perpetual.

3. The address of its initial Registered Office in the State of Missouri is: 416 West 12th Street, in the City of Kansas City, County of Jackson; and the name of its initial Registered Agent at said address is Reverend Robert N. Deming.

4. The first Board of Directors shall be three (3) in number, their names and addresses being as follows:

Most Reverend Charles H. Helmsing, D.D.	300 East 36th Street Kansas City, Missouri 64111
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Monsignor Bernard J. Koenig	6415 Holmes Kansas City, Missouri	64131
Reverend Robert N. Deming	416 West 12th Street Kansas City, Missouri	64105

5. The purpose or purposes for which the corporation is organized are:

(a) To provide, on a non-profit basis, rental housing and related facilities and services for lower income families, pursuant to Section 236 of the National Housing Act.

(b) To plan, construct, operate, maintain, rehabilitate, alter, convert, and improve rental housing and related facilities and services on a non-profit basis, for lower income families and elderly and handicapped families and elderly and handicapped persons.

To engage in programs and activities conducive to the physical, social and psychological well being of the aged, handicapped, lower and moderate income, and disadvantaged persons and families, and which will beneficially contribute to their health, security, happiness and general welfare.

(c) To acquire by gift or purchase, hold, sell, convey, assign, mortgage, or lease any property, real or personal, necessary or incident to the providing of the aforementioned rental housing and related facilities and services; to borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, deed of trust, pledge or other lien.

(d) To apply for, obtain and contract with any Federal agency for a direct loan or loans or other financial aid in the form of mortgage insurance or otherwise for the provision of rental housing and related facilities and services for the low and moderate income families and for the elderly and handicapped families and elderly and handicapped persons.

(e) To engage in any kind of activity, and to enter

into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

(f) To have, hold, use and enjoy all corporate powers, privileges, rights and franchises permitted by law, without limitation because of specification of rights, powers and privileges herein contained.

6. The corporation formed hereby is authorized to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Federal Housing Commissioner and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is insured or held by the Federal Housing Commissioner.

7. The Corporation shall have no members.

8. The affairs of the Corporation shall be managed by the Board of Directors. They shall be named and shall serve until their successors are named and qualify in accordance with the By-Laws.

9. The Board of Directors shall have one vote each in any annual or special meeting.

10. Amendment of these Articles of Incorporation may be adopted at any annual or special meeting of the Board of Directors upon receiving the vote of a majority of the Directors in office, provided however, so long as a mortgage on the corporation's property is insured or held by the United States

of America, or there is existent any agreement as provided in Paragraph 6 hereof, these Articles may not be amended without the prior written approval of the United States of America.

11. The corporation shall operate exclusively for charitable purposes. The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the 1954 Internal Revenue Code or such section as it may be amended, or a corresponding provision of a prior law, or (2) cause it to lose such exempt status or (3) cause it to prevent it from obtaining tax exempt status under the Constitution and Laws of the State of Missouri or (4) prevent it from obtaining tax exempt status or (5) cause it to lose such exempt status under the Constitution and Laws of the State of Missouri.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in paragraph 5 hereof. 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 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 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). Upon the dissolution of the corporation, the Board of Directors 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 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. Any of 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.

12. By-Laws of this corporation may be adopted by the Board of Directors at any regular meeting or any meeting called for that purpose, and may contain any provision or regulation for the management of the affairs of the corporation not inconsistent with these Articles, and so long as they are not inconsistent with any Regulatory Agreement entered into between the corporation and the Federal Housing Commissioner, or any agreement entered into under the provisions of paragraph 6 hereof.

13. The annual meeting shall be held on the first day of December of each year.

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at Kansas

City, Missouri.

THE INCORPORATORS:

C. H. Helmsing  
Most Reverend Charles H. Helmsing, D.D.

Bernard J. Koenig  
Monsignor Bernhard J. Koenig

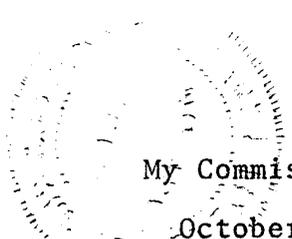
Rev. Robert N. Deming  
Reverend Robert N. Deming

STATE OF MISSOURI )  
                          ) SS.:  
COUNTY OF JACKSON )

I, EDWARD L. FITZGERALD, a Notary Public, do hereby certify that on the 22 day of December, 1972, Most Reverend Charles H. Helmsing, D.D., Monsignor Bernard J. Koenig, and Reverend Robert N. Deming, personally appeared before me and being first duly sworn by me, severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Edward L. Fitzgerald  
Notary Public



My Commission Expires:  
October 5, 1975

EDWARD L. FITZGERALD M.C.E. 10/5/75

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

DEC 27 1972

James [Signature]  
Secretary of State

No..... NP-13381.....



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Incorporation
A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of THE CATHEDRAL SQUARE CORPORATION

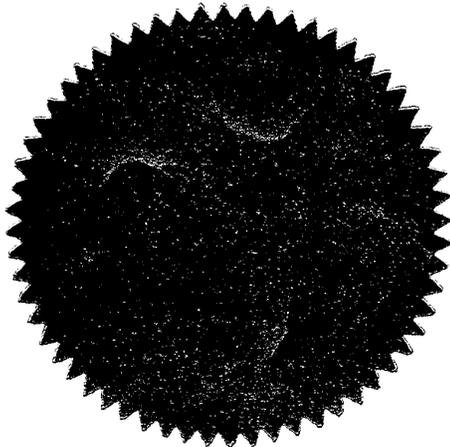
have been received and filed in the office of the Secretary of State and which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare THE CATHEDRAL SQUARE CORPORATION

a body corporate, duly organized this day, that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is 416 West 12th Street, Kansas City;

and that its period of existence is

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 27th day of December, 1972



James Kirkpatrick
Secretary of State

RECEIVED OF: THE CATHEDRAL SQUARE CORPORATION
Ten and no/100 Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. NP-13381

Dorothy Mae Miller
Deputy Collector of Revenue