

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALPHA DELTA KAPPA

The undersigned, for the purpose of amending and restating the Articles of Incorporation of The Alpha Delta Kappa Sorority, Incorporated, a Missouri nonprofit corporation, adopts the following Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were duly adopted by the corporation's Board of Directors on February 15, 2019, in accordance with Section 355.576 of the Missouri Nonprofit Corporation Act. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I

The name of the corporation is: Alpha Delta Kappa.

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The street address of the corporation's Registered Office in Missouri is 2345 Grand Blvd, Ste 2600, Kansas City, MO 64108. The name of the corporation's Registered Agent at such address is REGISTERED AGENT, LTD.

ARTICLE IV

A. The corporation shall have members, and the conditions of membership shall be stated in the corporation's Constitution and Bylaws.

B. The number of directors to constitute the Board of Directors of the corporation shall be specified in or fixed in accordance with the corporation's Constitution and Bylaws, provided that in no event shall such number be less than three.

ARTICLE V

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons; provided, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and grants in furtherance of the purposes set forth in ARTICLE VI. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

B. The following provisions of this ARTICLE V shall apply for all taxable periods during all or any part of which the corporation is classified as a private foundation within the meaning of section 509 of the Internal Revenue Code of 1986, as amended (the Code ). For purposes of these Articles of Incorporation, any reference to a specific section of the Code is also intended to be a reference to any corresponding provisions of any subsequent federal tax laws.

1. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

2. The corporation shall distribute its income for each taxable year of the corporation at such times and in such amounts so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

3. The corporation shall not retain any excess business holdings as defined in section 4943 of the Code when such retention would subject the corporation to the tax imposed by section 4943 of the Code, and it shall otherwise act or refrain from acting so as not to become subject to the tax imposed by section 4943 of the Code.

4. The corporation shall not make any investments in a manner that would subject it to the tax imposed by section 4944 of the Code.

5. The corporation shall not make any taxable expenditures as defined in section 4945 of the Code, and it shall otherwise act or refrain from acting so as not to become subject to the tax imposed by section 4945 of the Code.

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities that are not permitted to be carried on by an organization described in section 501(c)(3) of the Code and exempt from tax under section 501(a) of the Code, which are not permitted to be carried on by an organization contributions to which are deductible under section 170 of the Code, or which are not within the purposes set forth in section 355.025 of the Missouri Nonprofit Corporation Act (or corresponding provisions of any subsequent state corporation law).

## ARTICLE VI

A. The corporation is organized and shall be operated exclusively for purposes that are described in section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes of the corporation shall include:

1. To give recognition to outstanding women educators who are actively engaged in teaching, administration or some specialized field of the teaching profession;

2. To build a fraternal fellowship among women in the teaching profession which will add to their effectiveness in the promotion of excellence in education;

3. To promote high standards of education and thereby strengthen the status and advancement of the teaching profession;

4. To promote educational and charitable projects and activities, to sponsor scholarships, to further and maintain worthy standards in the field of education and to cooperate with worthy community programs relating to education and charities; and

5. To contribute to world understanding, good will, and peace through an international fellowship of women educators united in the ideals of education.

B. Subject to the provisions of ARTICLE V and the preceding provisions of this ARTICLE VI, the corporation shall have the purpose of carrying on any lawful activity and shall also have all of the powers accorded to it by the Missouri Nonprofit Corporation Act (or any subsequent state corporation law to which it may be subject).

#### ARTICLE VII

Upon the dissolution of the corporation, the assets of the corporation which remain after payment of its obligations has been made or provided for, and after return, transfer, or conveyance of assets held upon condition requiring such return, transfer, or conveyance, shall be transferred to one or more nonprofit organizations whose purposes are substantially similar to those for which the corporation is organized and which at the time of such distribution are described in section 501(c)(3) of the Code and exempt from tax under section 501(a) of the Code.

#### ARTICLE VIII

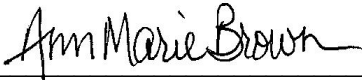
The corporation shall indemnify and protect any director, officer, employee, or agent of the corporation, or any person who serves at the request of the corporation as a director, officer, employee, member, manager, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the laws of the State of Missouri.

#### ARTICLE IX

The Board of Directors shall have the sole power to amend the corporation's Constitution. The Board of Directors shall be required to amend the corporation's Bylaws if an amendment has been proposed by the Board of Directors, by the International Chapter, by a State/Provisional/National Executive Board, by a Chapter or by the Bylaws Committee and the amendment has been approved by a two-thirds vote of the official delegates present and voting at any regular International Convention of Alpha Delta Kappa and reflected in the Convention minutes, in writing; provided that a copy of the proposed amendment shall have been mailed to all Chapters at least ninety (90) days and not more than one hundred twenty (120) days before the International Convention.

This document has been signed on February 15, 2019.

In affirmation of the facts stated above,



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Ann Marie Brown, Chairman



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Christi Smith, Executive Director

Christi Smith signed on January 3, 2022.

In affirmation of the facts stated above.