

**ARTICLES OF INCORPORATION
OF
PHEASANT HEAVEN CHARITIES INC.**

FIRST

The name of the corporation is Pheasant Heaven Charities Inc.

SECOND

The address of the Corporation's registered office in Kansas is 1012 S. Main St., P O Box 308, in the City of Hugoton, County of Stevens, 67951, and the name of its resident agent at such address is Steven B. Musgrove

THIRD

This Corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

- 1 The general purpose of the Corporation is to operate solely and exclusively as a charitable organization.
- 2 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 corporation; formed under the laws pursuant to and under which this Corporation is formed as such laws are now effect or may at any time hereafter be amended- Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of it's object and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances and not withstanding merger, consolidation, re-organization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

- (a) This 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 this Corporation from qualifying (and continuing to qualify) as an organization described in Section 501 (c)(3) of the internal Revenue Code of 1986 (or of any provisions of any future United States Internal Revenue Law).
- (b) this Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit
- (c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole or any portion of the assets or net earnings, current or any such persons; provided further that neither the whole nor any part or accumulated, of this Corporation shall ever

be distributed or divided among portion of any such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

3. Upon the dissolution of this Corporation, the governing body 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 to such organization, or organizations organized and operated exclusively for charitable, educational, religious, or specific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United 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 principle 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

FOURTH

The Corporation will NOT have authority to issue capital stock, and the conditions of membership shall be fixed by the by-laws

FIFTH

The Board of Directors shall have all powers granted by Kansas law and statutes.

SIXTH

No 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. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the directors duty of loyalty to the Corporation or its stockholders, (ii) for acts or admissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A.17-6424 and any amendments thereto, or (iv) for any transactions from which the Director derived an improper personal benefit No amendment to or repeal of this article shall apply to or have any effect on 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 day when such provision becomes effective.

SEVENTH

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

EIGHTH

No member of this Corporation shall benefit financially from the dissolution thereof In the event of

dissolution of this Corporation, the assets of this Corporation shall be distributed as set forth in Article Third hereof.

NINTH

The name and mailing address of the incorporator is Steven B Musgrove, 1012 S Main, P O Box 308, Hugoton, Ks. 67951.

TENTH

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

ELEVENTH

The names and residences of the persons who are to serve as Directors until their successors are elected and qualified are as follows:

President: Bob Passmore, 123 S Main, Hugoton, Ks. 67951
1st Vice President: Clayton Gerrond, 1102 S Monroe, Hugoton, Ks 67951
2nd Vice President: Jim Wilson, P O Box 639, Hugoton, Ks.
Sec./Treas.: Steven B. Musgrove, P O Box 308, Hugoton, Ks. 67951
At Large: Greg Loibl, 901 Road Z, Hugoton, Ks 67951
At Large: Jerry Hull, 902 Road S, Hugoton, Ks 67951
At Large: Bryne Sullins, 1973 Road T, Moscow, Ks 67952
At Large: Corey Spikes, 1309 N Purdue Ave, Liberal, Ks 67901
At Large: Ron McFarlane, 601 S Trindle, Hugoton, KS 67951
At Large: Yvonne Jackson, 1037 S Adams, Hugoton, KS 67951

TWELVETH

The power to adopt, amend and repeal the by-laws of this Corporation shall reside in the Board of Directors of this Corporation.

THIRTEENTH

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stock holders herein are granted subject to this reservation.

IN TESTIMONY WHEREOF, I the undersigned, being the incorporator above named, for the purpose of forming a corporation, pursuant to the Kansas Corporation Code, sign and acknowledge these Articles of Incorporation, this 17th day of October, 2006.

Steven B Musgrove, Sec./Treas.

ON THIS 17th day of October, 2006, before me, personally came STEVEN B. MUSGROVE, the person who signed the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge that this said certificate is her act and deed and that the facts stated therein are true.

Notary Public
My Term Expires: