

**RON THORNBURGH**  
Secretary of State



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**STATE OF KANSAS**

March 15, 2010

LORI ANN ARNOLD  
SPENCER FANE BRITT & BROWNE LLP  
1000 WALNUT STREET, SUITE 1400  
KANSAS CITY MISSOURI 64106 2140

RE: ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC.

ID #: 74-768-3

To The Corporation

A certified copy of the amendment that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your corporation's identification number is at the top of this letter.

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SECRETARY OF STATE

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC.**

Association of Records Managers and Administrators, Inc., was originally incorporated in the State of Kansas on June 2, 1982, under the name Association of Records Managers and Administrators, Inc. These restated articles were duly adopted by the directors and members of the Corporation in accordance with the provisions of K.S.A. § 17-6605 and 17-6602. These Articles of Incorporation restate, integrate, and further amend the provisions of the Corporation's Articles of Incorporation as theretofore amended or supplemented. This restatement and integration of the Articles of Incorporation shall supersede the Corporation's original Articles of Incorporation and shall henceforth be the Articles of Incorporation of the Corporation.

The undersigned, a natural person, for the purpose of incorporating or organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the Kansas General Corporation Code, as amended and supplemented, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is Association of Records Managers and Administrators, Inc.

**ARTICLE II**

The address of the Corporation's registered office in the State of Kansas is 11880 College Boulevard, Suite 450, Overland Park, Johnson County, Kansas. The name of the registered agent at such address is Marilyn Bier.

**ARTICLE III**

The Corporation is organized NOT for profit and the nature and purposes of its business and its powers are as follows (provided, however, that it is to function exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law)):

(1) To promote and advance the improvement of records and information administration and management and related fields through study, education and research.

(2) To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the fields of records and information administration and management.

(3) To develop and advance standards of professional competence in the fields of records and information administration and management.

(4) To engage in any lawful act or activity for which NOT FOR profit corporations may be organized under the Kansas general corporation code.

**ARTICLE IV**

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributable to any private individuals, 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 set forth in Article Three hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

**ARTICLE V**

The Corporation shall have no authority to issue capital stock.

**ARTICLE VI**

The Corporation may have one or more classes of members. The designation of such class or classes and the qualifications and rights, including voting rights, of the members of each class shall be set forth, and may be limited or denied, in the Bylaws of the Corporation.

**ARTICLE VII**

The period of duration of the Corporation is perpetual.

**ARTICLE VIII**

The business and affairs of the Corporation shall be managed in a manner different from that provided in K.S.A. § 17-6301 and amendments thereto in that directors of the Corporation shall be elected, appointed and removed in accordance with the Bylaws of the Corporation, and to the extent that there is any conflict or inconsistency between the Bylaws of the Corporation and K.S.A. § 17-6301 and amendments thereto with respect to the election, appointment or removal of directors, the Bylaws shall control.

**ARTICLE IX**

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 business league or similar purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (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 the county in the State of Kansas 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 X**

The Board of Directors shall have power to make, and from time to time alter, amend, or repeal the Bylaws of the Corporation; provided, however, that (i) the members shall have the paramount power to alter, amend and repeal the Bylaws or adopt new Bylaws, exercisable by a majority vote of the members present in person or by proxy at any annual or special meeting of members, and (ii) if and to the extent the members exercise such power, the Board of Directors shall not thereafter suspend, alter, amend or repeal the Bylaws, or portions thereof, adopted by the members, unless, in adopting such Bylaws, or portions thereof, the members otherwise provide.

**ARTICLE XI**

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions 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 amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit.

**ARTICLE XII**

The directors of the Corporation need not be elected by written ballot.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been executed this 12th day of March, 2010.

ASSOCIATION OF RECORDS MANAGERS  
AND ADMINISTRATORS, INC.

Marilyn Bier  
Marilyn Bier, Executive Director