AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE KANSAS STATE UNIVERSITY FOUNDATION

The Articles of Incorporation of The Kansas State University Foundation (the “Foundation”), originally filed on March 2, 1944, with the name The Kansas State College Endowment Association, and amended on September 14, 1951, March 4, 1955, June 10, 1959, November 7, 1978, November 12, 1986, December 31, 1987, December 10, 1993, October 10, 1996, and November 28, 2006, are hereby amended and restated by deleting Articles First through Tenth in their entirety and substituting the following therefor:

ARTICLE I
NAME

The name of the Foundation is: The Kansas State University Foundation.

ARTICLE II
REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the Foundation within the State of Kansas is located at 515 South Kansas Avenue, Topeka, Kansas 66603, and the name of the Foundation’s resident agent at such address is CT Corporation System.

ARTICLE III
PURPOSES

A. The Foundation is to be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”). For purposes of these Amended and Restated 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. Without limiting the generality of the foregoing, the purposes of the Foundation shall be to help, assist, promote, support, and advance the interests of Kansas State University, also known as The Kansas State University of Agriculture and Applied Science, a land grant university that is operated by the state of Kansas (such university, including any successor thereto by merger or otherwise, the “University”). Such help, assistance, promotion, support, and advancement of the interests of the University (all of such activities, collectively, “promotion”) may be direct or indirect and shall include without limitation promotion of any line of work, teaching, or research or investigation carried on at or directly on behalf of the University, promotion of each school, college, division, department, or branch of the University, and promotion of each alumni association, booster club, or other organization that is recognized by the Internal Revenue Service as a charitable organization described in section 501(c)(3) of the Code and the primary purpose of which is to promote and support directly the University or any school, college, division, department, or branch thereof. Further in this regard, and without limitation, the purposes of the Foundation shall include:
1. communicating to alumni and friends of the University and to policy makers and the public in general the University's continuing need for financial support, including without limitation financial support for facilities, teaching, administration, athletics, and academic scholarships and grants;

2. accepting, receiving, buying, managing, operating, holding, and selling or otherwise disposing of property, real, personal, or mixed, including moneys, whether given, sold, assigned, devised, bequeathed, given in trust, or in any other way transferred or made over to the Foundation, including without limitation investing and disbursing moneys received and carrying out the wishes of donors with respect to property accepted upon conditions regarding the use of the property;

3. borrowing money, issuing bonds, notes, or other evidence of indebtedness, and executing mortgages, deeds of trust, or other instruments as security for borrowings; and

4. applying property to the promotion of the University.

In addition to the powers and privileges conferred upon the Foundation by law and those incidental thereto, the Foundation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the purposes of the Foundation.

B. The Foundation is also to be organized and operated exclusively for purposes that are described in section 170(b)(1)(A)(iv) of the Code, i.e., the Foundation is organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University. The provisions of Section A of Article III above shall be interpreted in a manner consistent with the provisions of this Section B.

C. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons; provided, the Foundation 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 Section A and Section B of Article III. No substantial part of the activities of the Foundation shall be carrying on propaganda or otherwise attempting to influence legislation. The Foundation 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.

D. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Foundation 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 or that are not permitted to be carried on by an organization contributions to which are deductible under section 170 of the Code.
ARTICLE IV
MEMBERSHIP

The Foundation shall NOT have authority to issue capital stock. The conditions of membership in the Foundation shall be stated in the bylaws of the Foundation, as amended from time to time.

ARTICLE V
BOARD OF DIRECTORS

The management of the business and affairs of the Foundation shall be vested in a Board of Directors, which shall be a separate and distinct body from the Foundation's members. The conditions of election to, and service on, the Board of Directors, as well as the duties, powers, and authority of the Board of Directors, shall be stated in the bylaws of the Foundation, as amended from time to time. Election of directors need not be by written ballot unless, and then only to the extent that, the bylaws of the Foundation so provide.

ARTICLE VI
BYLAWS

The bylaws of the Foundation may be adopted, amended, or repealed in the manner set forth therein at any time, and from time to time, by the Board of Directors or by the members entitled to vote thereon.

ARTICLE VII
DURATION

The duration for which the Foundation is to exist shall be perpetual.

ARTICLE VIII
FIDUCIARY DUTY

The members of the Foundation shall not have any fiduciary duty to the Foundation or the other members, nor any liability in connection with same. No director of the Foundation shall be personally liable to the Foundation or its members 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 any breach of the director's duty of loyalty to the Foundation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction 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 Foundation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.
ARTICLE IX
AMENDMENTS

The members and the Board of Directors shall each have the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in any manner now or hereafter provided under Kansas law, and all rights hereby conferred upon the Foundation or its members are granted subject to such rights to amend.

ARTICLE X
DISSOLUTION OF FOUNDATION

Upon the dissolution of the Foundation, the assets of the Foundation 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 not-for-profit organizations whose purposes are substantially similar to those for which the Foundation 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.

These Amended and Restated Articles of Incorporation were duly adopted by the members in accordance with the provisions of K.S.A. 17-6602 and 17-6605. The undersigned officer declares under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct to the best of his knowledge and belief.

Executed on the 5 day of November, 2010.

Authorized Officer