Memo

To: Mayor and City Council

From: David Watson, City Manager

Date: July 30, 2010

Re: Voice vote to support the creation of a nonprofit corporation

ISSUE
City Council is being asked to participate in the creation of a nonprofit corporation to own the proposed Community Center. The corporation will be known as Cameron, Missouri Public Builders Corporation (PBC) and is proposed to be made up of all current City Council members (5) and two Park Board members. The proposed Park Board members are Bill Gimson and Al Briggs and they have accepted.

If Council supports the creation the PBC will meet Thursday, August 5, 2010 at 6 PM in the Council Chambers of City Hall. At this first meeting the PBC will need to elect officers, adopt By-Laws and authorize an application be submitted to United States Department of Agriculture (USDA) for a loan and later a Build America bond (BAB). The Build America bond will buy down the interest rate of the USDA loan to approximately 2.6% for the 30 year note. The BAB application will not be submitted until the passage of the ½% sales tax in November, but must be approved before December 31, 2010 as the BAB expires on that date.

The PBC will own the center. The City, through a lease, will use the ¼% parks sales tax to pay the debt. Because the land is being pursued as a donation the land will be owned by the City.

RECOMMENDATION
The community survey supporting the community center and City Staff recommend that the City Council support the creation of the PBC through a voice vote.

ARTICLES OF INCORPORATION

OF

CAMERON, MISSOURI PUBLIC BUILDING CORPORATION
(A GENERAL NONPROFIT CORPORATION)

I, the undersigned,

Name of Incorporator	**Address**
E. Sid Douglas III	Gilmore & Bell, P.C. 2405 Grand Boulevard Suite 1100 Kansas City, MO 64108

being a natural person of the age of eighteen years or more and a citizen of the United States, for the purpose of forming a nonprofit corporation under the provisions of Chapter 355 of the Revised Statutes of Missouri, as amended (the "Missouri Nonprofit Corporation Act"), do hereby adopt, as incorporator, the following Articles of Incorporation:

Article 1. **Name.** The name of the corporation is:

CAMERON, MISSOURI PUBLIC BUILDING CORPORATION

Article 2. **Duration.** The period of duration of the corporation is perpetual.

Article 3. **Public Benefit Corporation.** The Corporation is a public benefit corporation.

Article 4. **Registered Agent.** The address of its initial registered office in the State of Missouri is W. Mitchell Elliott and the name of its initial registered agent at said address is 416 N. Walnut St., Cameron, MO.

Article 5. **Initial Board of Directors.** The first board of directors of the corporation shall be seven (7) in number, their names and addresses being as follows:

Name	**Address**	**Initial Term**
Frank A. Buck		
Dennis M. Clark		one year
Mark L. Carr		two years
David Fry		three years
Ronnie Jack		
Bill Gimson		
Alene “Al” Briggs		

Article 6. **Purposes.** The purposes for which the corporation is organized are:

(a) To benefit and carry out the purposes of the City of Cameron, Missouri (the "City"), by providing for the acquisition, construction, improvement, extension, repair, remodeling, renovation and financing of public sites, buildings, facilities, furnishings and equipment for the benefit or use of the City.

(b) The corporation is organized and will at all times be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the City.

Article 7. **Nonprofit Status.** The corporation shall be a nonprofit corporation, organized under the Missouri Nonprofit Corporation Act, and no part of the net earnings or other assets of the corporation shall inure to the benefit of, or be distributable to, any director, officer, contributor, or other private person, having, directly or indirectly, any personal or private interest in the activities of the corporation, 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 6** 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 by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article 8. **Powers.** The corporation shall have all the powers of a nonprofit corporation enumerated in the Missouri Nonprofit Corporation Act, to be exercised only to prosecute and further its nonprofit purposes; provided, however, that none of the powers of the corporation shall be exercised to engage in activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the nonprofit purposes of the corporation.

Article 9. **No Capital Stock or Members.** The corporation shall not have authority to issue capital stock and shall not have any members as such but, in lieu thereof, shall have only a self-perpetuating board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws. The first board of directors shall be as set forth in **Article 5** hereof and shall hold office until their successors are duly elected and qualified as provided in the bylaws. The number of members of the board of directors shall be fixed by the bylaws, as amended from time to time at any time after the adoption of the initial bylaws, but in no event shall such number be less than three (3). Directors shall be elected or appointed in the manner and for the terms as provided in the bylaws.

Article 10. **Liability and Indebtedness.** No officer or director of this corporation shall be individually or personally liable for the debts, liabilities or obligations of the corporation. Bonds, notes or other obligations issued by the corporation shall not be a debt or liability of the City or any other person or entity. In no event shall such bonds, notes or other obligations be payable out of any funds or properties other than those acquired for the purposes of the corporation, and such bonds, notes or other obligations shall not constitute an indebtedness of the City or any other person or entity, within the meaning of any constitutional or statutory debt limitation or restriction. The Corporation shall issue no bonds, notes or other obligations with respect to financing capital improvements for the City until, in each case, the governing body of the City adopts a resolution or ordinance approving each specific issuance of obligations.

Article 11. **Dissolution.** Upon dissolution of the corporation and after payment of all debts and satisfaction of all liabilities and obligations of the corporation (or making adequate provision therefor), and after the return, transfer or conveyance thereof because of the dissolution of the corporation, any remaining

assets of the corporation shall be transferred to the City or its successors and assigns. All distributions upon dissolution shall be in accordance with a plan of distribution duly adopted in the manner provided by law; provided, however, that no distribution shall be made (i) which would violate the statutes of Missouri then in effect, or (ii) except in furtherance of the purposes of the corporation.

Article 12. Amendments. These Articles of Incorporation may be amended in the manner now or hereafter prescribed by the Missouri Nonprofit Corporation Act, but only upon the affirmative vote of a majority of the entire number of directors then fixed by the bylaws, and approved by a resolution or ordinance adopted by the City. The bylaws of the corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, by resolution adopted by a majority of the entire number of directors then fixed by the bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this ____ day of August, 2010.

INCORPORATOR

_____
E. SID DOUGLAS III

ACKNOWLEDGMENT

STATE OF MISSOURI)
) SS.
COUNTY OF _____)

I, the undersigned, a Notary Public in and for said State, do hereby certify that on this ___ day of _____, 2010, personally appeared before me E. Sid Douglas III, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true, and acknowledged that he executed said document as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

_____
Notary Public - State of Missouri Commissioned in _____ County

My commission expires: _____.

BYLAWS

OF

CAMERON, MISSOURI PUBLIC BUILDING CORPORATION

ARTICLE I

OFFICES, RECORDS, SEAL

1. Offices.

a. *Registered Office and Registered Agent.* The corporation shall have and continuously maintain a registered office and a registered agent, whose office must at all times be identical with the registered office. The address of the initial registered office and the name of the initial registered agent shall be as stated in the Articles of Incorporation. The Board of Directors may, from time to time, change the address of the registered office or the identity of the registered agent by complying with the applicable provisions of Chapter 355 of the Revised Statutes of Missouri, as amended (the "Missouri Nonprofit Corporation Act").

b. *Principal Office.* The principal office of the corporation shall be located at such place as may from time to time be designated by the Board of Directors.

2. Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and each committee of the Board of Directors. The corporation shall keep at its principal office, or at its registered office, a record of the name and place of residence of each director and each officer.

3. Seal. The Corporation shall not have a corporate seal.

ARTICLE II

PURPOSES

1. Purposes Stated in Articles. The purposes of the corporation shall be those purposes stated in the Articles of Incorporation.

2. Nonprofit Corporation. The corporation shall be a nonprofit corporation and no part of the net earnings or other assets of the corporation shall inure to the benefit of any director, contributor, officer or other private individual having, directly or indirectly, any personal or private interest in the activities of the corporation.

ARTICLE III

BOARD OF DIRECTORS

1. Directors in Lieu of Members or Shareholders. The corporation shall not have members or shareholders as such but, in lieu thereof, shall have only a self-perpetuating Board of Directors.

2. Powers of Board of Directors. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the corporation, to do or cause to be done any and all lawful things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (i) the Board of Directors shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation, (ii) none of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation, and (iii) all income and property of the corporation shall be applied exclusively for its nonprofit purposes and shall not inure to the benefit of any private entity or person.

3. Number of Directors; Qualifications. The number of directors of the corporation to constitute the Board of Directors shall be seven (7). The number of directors may be increased or decreased by amendment to these Bylaws, in accordance with the Missouri Nonprofit Corporation Act; provided, however, that the number of directors shall in no event be less than three (3). Each director shall be a citizen of the United States of America, and shall be approved by the governing body of the City of Cameron, Missouri (the "City").

4. Initial Board of Directors. The initial Board of Directors shall be those persons named in the Articles of Incorporation. Each such director shall hold office until such director's term expires, or until such director's successor is duly elected and has commenced his or her term of office, whichever is later. Thereafter, the directors shall be elected in the manner and for the terms provided for in paragraph 6 of this **Article III**.

5. Commencement of Term of Office of Directors. A director shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director (i) unless such director is qualified to act as such, and (ii) until the time such director accepts the office of director either by a written acceptance or by participating in the affairs of the corporation at a meeting of the Board of Directors or otherwise.

6. Election of New Directors/Terms.

a. *Staggered Terms.* The directors shall at all times be divided into three (3) groups containing as nearly equal whole numbers as possible. Every year the terms of office of one group of directors shall expire and their successors shall be elected for such terms as provided in paragraph c of this **Section 6**.

b. *Election.* At the annual meeting of the Board of Directors, the Board of Directors shall elect, by a majority vote of the remaining directors, directors to replace those directors whose terms are expiring. The name of each new director so chosen shall be submitted for approval to the governing body of the City. Any

director whose term is about to expire may be elected to succeed himself or herself.

c. *Terms.* Each new director shall serve for a term ending three (3) years after the date on which his or her predecessor's term should have expired (which date shall be the date of the annual meeting of the Board of Directors), or until such director's successor is duly elected and has commenced his or her term of office, whichever is later.

7. Vacancies. Vacancies among the directors resulting from the death, resignation, removal, incapacity or disqualification of a director, or by reason of an increase in the number of directors or the failure of an elected director to accept the office of director, shall be filled by a majority vote of the entire number of directors then fixed by these Bylaws at the next regular meeting of the Board of Directors or at a special meeting called for that purpose, and approved by the governing body of the City. A director elected to fill a vacancy shall meet the qualifications set forth in these Bylaws, and shall serve until such director's successor has been duly elected and has commenced his or her term of office.

8. Compensation of Directors. No director shall receive compensation from the corporation for any service such director may render to it as a director. A director may be reimbursed for his or her actual expenses reasonably incurred in and about such director's performance of his or her duties as a director.

9. Committees. Committees not having the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon such Board or member by law.

The Board of Directors shall have no authority to appoint an executive committee or any other committee having the authority of the Board of Directors.

10. Resignation of Directors. Any director may resign from the Board of Directors. Such resignation shall be in writing addressed to the Secretary of the corporation and shall be effective immediately or upon its acceptance by the Board of Directors as such resignation may provide.

11. Removal. Any director may be removed from office for willful neglect of office, failure to carry out the duties and responsibilities assigned to said director, or willful violation of the Articles of Incorporation, these Bylaws, or any rules and/or regulations of the corporation adopted by the Board of Directors. Removal shall be accomplished by the Board of Directors pursuant to the following procedure:

a. The Board of Directors shall adopt a resolution of notice and intent to remove, which must be adopted by a majority of the directors present (other than the director sought to be removed) at any meeting of the Board of Directors, provided a quorum is present.

b. The director subject to removal shall be accorded the opportunity for a fair and impartial hearing before the remaining directors.

c. Following the hearing, removal from office shall be effected by an affirmative vote of two-thirds of the directors present at any regular or special meeting of the Board. In the event of

the removal of a director under the provisions of these Bylaws, said removal shall automatically terminate such director's tenure as a member of the Board of Directors.

ARTICLE IV

MEETINGS

1. Place. Meetings of the Board of Directors of the corporation shall be held at the principal office of the corporation, as designated by the Board of Directors, or at any other place as may be determined from time to time by resolution of the Board or by written consent of the members thereof.

2. Annual Meetings. The annual meeting of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board. Notice of an annual meeting shall be given to each newly appointed director and to each director who shall continue in office not less than five (5) days before the date of the annual meeting.

3. Regular Meetings. In addition to the annual meeting, the Board of Directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the Board. Notice of a regular meeting need not be given to directors. Any business may be transacted at a regular meeting.

4. Special Meetings. Special meetings of the Board of Directors may be held at any time or place and for any purpose or purposes. Special meetings may be called by the President, the Vice President or by the Secretary or by a majority of the Board of Directors by notice duly given by the officer or directors calling the same in the manner hereinafter provided.

5. Notice of Special Meetings. Written notice stating the place, day and hour of a special meeting and the purpose or purposes for which the meeting is called shall be delivered to each director not less than five (5) days before the date of the meeting, either personally or by mail, by or at the direction of the officer or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at such director's address as it appears on the records of the corporation, with postage thereon prepaid.

6. Waiver of Notice. Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. Quorum. The presence of a majority of the Board of Directors shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. Vacant positions are not counted in determining a majority of the Board of Directors; provided, however, that in no event shall a quorum consist of less than one-third of the whole Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required by law, the Articles of Incorporation or these Bylaws.

8. Adjournment. Whether or not a quorum shall be present at any such meeting, the directors present shall have power successively to adjourn the meeting, without notice, or publication of notice, other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which could have been transacted at the original session of the meeting.

9. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. If a roll call is taken, all votes shall be recorded so as to attribute each "aye" and "nay" vote, or abstinence if not voting, to the name of the respective director.

10. Action without a Meeting. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

11. Meeting by Conference Telephone. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Notice for such meetings shall designate a place where members of the public may hear the conference call for purposes of complying with Chapter 610 of the Revised Statutes of Missouri, as amended.

ARTICLE V

OFFICERS

1. General. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may elect, including but not limited to Assistant Secretaries and Assistant Treasurers. The President and the Vice President shall be elected from among the members of the Board of Directors and shall at all times while holding such offices be members of the Board of Directors. The Secretary and the Treasurer may be, but are not required to be, members of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Election and Terms of Office. Initially, the officers shall be elected by the Board of Directors named in these Bylaws at the first meeting of that body, to serve at the pleasure of the Board until the first annual meeting of the Board and until their successors are duly elected and qualified.

At the first and each subsequent annual meeting of the Board of Directors, the Board shall elect officers to serve at the pleasure of the Board until the next annual meeting of the Board and until their successors are duly elected and qualified.

An officer shall be deemed qualified when such officer enters upon the duties of the office to which such officer has been elected or appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board may also require of such person a written acceptance and promise faithfully to discharge the duties of such office.

The term of office of each officer of the corporation holding office at the pleasure of the Board of Directors shall terminate at the annual meeting of the Board next succeeding his or her election or appointment and at which any officer of the corporation is elected or appointed unless the Board provides otherwise at the time of his or her election or appointment.

3. Removal. Any officer or any employee or agent of the corporation may be removed or discharged by the Board of Directors whenever in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

If for any reason any officer who is also a member of the Board of Directors ceases to be a member, then such officer shall automatically be removed from office in the corporation.

4. Compensation of Officers. No officer who is also a member of the Board of Directors shall receive any salary or compensation from the corporation for any services such officer may render to it as an officer. Salaries and compensation of all other officers, agents and employees of the corporation, if any, may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the President, or such other officer or officers as may be empowered by the Board of Directors to do so; provided, however, that no person may fix, increase or decrease his or her own salary or compensation. Each officer may be reimbursed for such officer's actual expenses if they are reasonable and incurred in connection with the purposes and activities of the corporation.

5. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the corporation shall be filled by the Board of Directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the Board until the next annual meeting of the Board, and until such officer's successor is duly elected and qualified.

6. The President. The President shall be the chief executive officer of the corporation, shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and shall carry into effect all directions and resolutions of the Board of Directors. The President shall preside at all meetings of the Board of Directors at which he or she may be present.

The President may execute all bonds, notes, debentures, mortgages and all other instruments for and in the name of the corporation.

The President shall have the right to attend any meeting of any committee of the Board of Directors and to express his or her opinion and make reports at such meeting; provided, however, that unless the President shall be specifically appointed to any committee, the President shall not be considered to be a committee member or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

The President shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board of Directors.

7. The Vice President. The Vice President shall work in cooperation with the President and shall perform such duties as the Board of Directors may assign to him or her. In the event of the death, and during the absence, incapacity, inability or refusal to act of the President, the Vice President shall be vested with all the powers and perform all of the duties of the office of President. In the absence of the President,

the Vice President shall preside at all meetings of the Board of Directors at which he or she may be present. The Vice President shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

8. The Secretary. The Secretary shall attend the meetings of the Board of Directors and shall record or cause to be recorded all votes taken and the minutes of all proceedings in the minute book of the corporation to be kept for that purpose. The Secretary shall perform like duties for any committee established pursuant to these Bylaws when requested by such committee to do so. The Secretary shall be the custodian of all the books, papers and records of the corporation and shall, at such reasonable times as may be requested, permit an inspection of such books, papers and records by any director of the corporation. The Secretary shall upon reasonable demand furnish a full, true and correct copy of any book, paper or record in his or her possession. The Secretary shall be the administrative and clerical officer of the corporation under the supervision of the President and the Board of Directors.

The Secretary shall have the principal responsibility to give or cause to be given notice of the meetings of the Board of Directors, but this shall not lessen the authority of others to give such notice as provided in these Bylaws.

The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

9. Treasurer. The Treasurer shall have supervision and custody of all moneys, funds and credits of the corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the corporation in books belonging to it. The Treasurer shall keep or cause to be kept all other books of account and accounting records of the corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the corporation in such accounts and depositories as may be designated by the Board of Directors. The Treasurer shall disburse or supervise the disbursement of funds of the corporation in accordance with the authority granted by the Board of Directors, taking proper vouchers therefor. The Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or corporation, or the supervision of which is delegated by the Board to any other officer, agent or employee.

The Treasurer shall render to the President or the Board of Directors, whenever requested by them, an account of all transactions as Treasurer and of those under the Treasurer's jurisdiction and the financial condition of the corporation.

The Treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of the corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

10. Assistant Secretary and Assistant Treasurer. Each Assistant Secretary or Assistant Treasurer, if any, in order of their seniority, in the event of the death, and during the absence, incapacity, inability or refusal to act of the Secretary or Treasurer, respectively, shall perform the duties and exercise the powers of said respective officers and perform such other duties as the Board of Directors may from time to time prescribe.

11. Other Agents. The Board of Directors from time to time may also appoint such other agents for the corporation as it shall deem necessary or advisable, each of whom shall serve at the pleasure

of the Board or for such period as the Board may specify, and shall exercise such powers, have such titles and perform such duties as shall be determined from time to time by the Board or by an officer empowered by the Board to make such determinations.

12. Duties of Officers May Be Delegated. If any officer of the corporation be absent or unable to act, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole Board of Directors concurs therein.

ARTICLE VI

GENERAL PROVISIONS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

2. Depositories and Checks. The moneys of the corporation shall be deposited in such manner as the Board of Directors shall direct in such banks or trust companies as the Board may designate and shall be drawn out by checks or drafts signed in such manner as may be provided by resolution adopted by the Board.

3. Bonds. The Board of Directors may require that any officer or employee handling money of the corporation be bonded at the corporation's expense, in such amounts as may be determined by the Board of Directors.

4. Custodian of Securities. The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

5. Fiscal Year. The Board of Directors shall have the power to fix and, from time to time, change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

6. Certain Loans Prohibited. The corporation shall not make any loan to any officer or director of the corporation. No loans shall be contracted on behalf of the corporation and no evidence of any financial obligation shall be issued in its name unless authorized by a resolution of the Board of Directors.

7. Indemnification and Liability of Directors and Officers. Each person who is or was a director or officer of the corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in such person's capacity as or arising out of such person's status as a director or officer of the corporation. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw provision or under any agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right which the corporation

may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the corporation if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the corporation, or upon statements made or information furnished by directors, officers, employees or agents of the corporation which such person had no reasonable grounds to disbelieve.

8. Absence of Personal Liability. The directors and officers of the corporation are not individually or personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE VII

AMENDMENTS

The Board of Directors of the corporation shall have the power to make, alter, amend and repeal the Bylaws of the corporation and to adopt new Bylaws, which power may be exercised by a vote of a majority of the members of the full Board of Directors. The corporation shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any Board member at all reasonable times during office hours.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of the Cameron, Missouri Public Building Corporation by the Board of Directors of said corporation at its first meeting held on July __, 2010.

_____
President of the Corporation

_____
Secretary of the Corporation