

ARTICLES OF INCORPORATION OF IMPERIAL TURNERS

The Imperial Turners, LLC., a benevolent corporation of the State of Missouri, after due notice to members and approval thereof by the Charter Board of Directors, do hereby declare these to be the Articles of Incorporation of the Imperial Turners, LLC.:

ARTICLE I - NAME

The name of this association shall be "Imperial Turners," also hereinafter referred to as "the association" or "the corporation." Incorporated on _____ 2018.

ARTICLE II

This association shall be located in the County and / or City of St. Louis and / or in Jefferson County, in the State of Missouri.

ARTICLE III

Section 1. The purpose of this association is to provide social activities for its members and to fulfill the principles of humanity, and liberal progress. It also seeks to build a sound body as well as the spirit of its members through a culture of physical activities and exercise. These goals shall be provided for and enhanced by the facilities of the community and the St. Louis District Turner Camp and the related services and recreational opportunities of its programs. Personal fellowship, contact, and co-mingling shall be encouraged and promoted in order that its members may be bound by a common objective directed towards pleasure and recreation forming a sound mind. The association will participate in worthy civic projects, both local and national.

Section 2. Imperial Turners shall be a self-governing organization, governed by its By-Laws and the rules and procedures of the organizations Policy and Procedural Manual. It shall also ascribe to and follow the principles, statutes, and bylaws of the District and National Levels of the American Turners organization. However, in the case of conflict with the principles, statutes or By-Laws of the District or National Levels of the American Turners, these By-Laws and this Society's Policy and Procedural Manual shall override and be determinative. If any of the above By-Laws and or rules do not apply, as a last resort the association will fall back to "Robert's Rules of Order".

ARTICLE IV

This corporation shall not be used for the pecuniary profit of its members, but shall instead, perpetually remain a Missouri benevolent corporation.

ARTICLE V

The control, direction and management of all of the affairs and finances of the association shall be governed by a board of directors consisting of a President, a Vice President, a Secretary, a Treasurer, and a Communications and Publicity Director. After Charter Board of Directors term of three (3) years expires a general election will be held and the said directors and officers are to be elected from among the members of the association as provided by the By-Laws.

ARTICLE VI

A majority of the members attending the meeting duly called for that purpose, may establish or change By-Laws of the association from time to time.

ARTICLE VII

This corporation may, by a two-thirds (2/3) majority vote of the then existing membership, as determined by the rolls and records of the corporation, accept with and agree to merge with another American Turner Society, provided that said merger shall be contemplated only to maintain the American Turner movement during times of extreme lack of interest or a very poor financial situation, and further provided that said merger shall be completed within six (6) months of approval. Said merger shall not be used for the pecuniary profit of any member of either society.

ARTICLE VIII

This corporation shall have a perpetual existence. The corporation shall have all of the powers as enumerated in Section 355.131 of the Revised Statutes of Missouri. This corporation may, however, be dissolved only on the unanimous vote of its members. In that event, the board of directors shall be empowered to sell all real property and other property and all proceeds shall be used to pay all just debts, and any remaining proceeds shall be given to the American Turners Endowment Fund. All historical records, photographs and trophies shall be forwarded to the St. Louis District Council of the American Turners. No member of the society shall gain any pecuniary profit from any dissolution.

ARTICLE IX

These articles may be amended by a two-thirds (2/3) majority vote of the members at any meeting of the corporation that was called for purposes which specifically include amendment of the Articles of Incorporation, and, providing that the proposed amendments to the Articles of Incorporation shall have been mailed to each member of the society fifteen (15) days in advance of said meeting.