N001702206
Date Filed: 10/14/2025
Denny Hoskins
Missouri Secretary of State

ARTICLES OF INCORPORA[TION]

OF THE

CAPITAL CITY CORPORATION FOR GROWTH

(A NONPROFIT CORPORATION)

I, the undersigned, 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 the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the **"Act"**), do hereby adopt, as incorporator, the following Articles of Incorporation:

1. **Name of Incorporator.** The name and address of the incorporator is as follows:

Name	Address
Mark A. Spykerman	c/o Gilmore & Bell, P.C. 211 N. Broadway, Suite 2000 St. Louis, Missouri 63102

2. **Name.** The name of the Corporation is "Capital City Corporation for Growth."

3. **Duration.** The period of duration of the Corporation is perpetual.

4. **Public Benefit Corporation.** This Corporation is a public benefit corporation under the Act.

5. **Registered Agent.** The address of the initial registered office in the State of Missouri is c/o Jefferson City, Missouri, 320 E. McCarty Street, Jefferson City, Missouri 65101, and the name of its initial registered agent at said address is Emily Donaldson.

6. **Purposes.** The Corporation is organized, and shall be operated, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the **"Code"**) (or the corresponding provision of any future United States Code provisions or internal revenue laws), which charitable purposes include lessening the burdens of government of the City of Jefferson, Missouri (the **"City"**), a home-rule city organized and existing under its charter and the laws of the State of Missouri by acquiring, holding title to and otherwise assisting in the development and redevelopment of property to be used in blight remediation and economic development in the City and to engage in any lawful and permitted activities in connection therewith.

Notwithstanding any provisions of these Articles to the contrary, the Corporation shall not carry on any activities that are not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Code provisions or internal revenue laws), (b) contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Code provisions or internal revenue laws), and (c) organized under the Act as now existing or hereafter amended. The Corporation shall possess and exercise all the powers, privileges and authority conferred by the laws of the State of Missouri upon nonprofit corporations organized under the Act, provided that the same are consistent with the primary purpose of the Corporation.

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7. Nonprofit Status. The Corporation shall be a nonprofit corporation, organized under the Act. 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. In addition, no substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation or participating in, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for public office.

8. Powers. The Corporation shall possess and exercise all the powers, privileges and authority conferred by the laws of the State of Missouri upon nonprofit corporations organized under the Act and exempt organizations described in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Code provisions or internal revenue laws), provided the same are consistent with the purposes of the Corporation set forth in **Article 6** hereof.

9. No Capital Stock. The Corporation shall not have authority to issue capital stock.

10. No Members. Pursuant to Section 355.181.2 of the Act, the Corporation shall have no members.

11. Bylaws. Bylaws of the Corporation, consistent with these Articles, shall be approved by resolution of the City's governing body and thereafter adopted by the Incorporator of the Corporation. The Bylaws of the Corporation may subsequently be amended in the manner provided in the Bylaws. The rights, powers and privileges of the directors of the Corporation shall be fixed in the Bylaws.

12. Directors. The Board of Directors shall consist of eleven (11) persons, comprised of the eleven (11) persons serving, from time to time, as the Mayor and City Council of the City. Notwithstanding the foregoing, if the position of the Mayor or any City Councilmember is vacant, the vacant position or positions on the Board of Directors shall remain vacant until a person is duly elected or appointed to the position of Mayor or City Councilmember, as applicable.

13. Liability and Indebtedness. No director or officer of the Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation. The Corporation shall indemnify all officers, directors, employees and agents to the maximum extent authorized by law including, but not limited to, indemnification permitted by Sections 355.461 through 355.501 of the Act. The provisions of this paragraph shall be in the nature of a contract between the Corporation and each of the directors and officers of the Corporation made in consideration of such person's continued service to the Corporation. The protections afforded to each director and officer of the Corporation by the provisions of this paragraph shall survive such person's term of office or employment.

14. 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 disposed of exclusively to (a) another public benefit corporation to be used solely for one or more exempt purposes as described in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Code provisions or internal revenue laws) or (b) the City for a public purpose. 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 which would violate the laws of the State of Missouri then in effect. The foregoing shall constitute the plan of distribution upon dissolution of the Corporation.

15. **Amendments.** The Board of Directors of the Corporation shall have the power to make, alter, amend and repeal these Articles and to adopt new, altered or amended Articles, which power may be exercised in accordance with the laws governing the Corporation. Any amendments to these Articles shall not be made in a manner that could adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Code provisions or internal revenue laws).

IN WITNESS WHEREOF, I have hereunto set my hand on this 14 day of October, 2025.

INCORPORATOR

Mark A. Spykerman

ACKNOWLEDGEMENT

STATE OF MISSOURI)
) **SS.**
CITY OF ST. LOUIS)

On this _____ day of October, 2025, before me appeared **MARK A. SPYKERMAN**, to me personally known, who, being by me 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 the he executed said document as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

Name: ERIN TIERNEY MEARA
Notary Public - State of Missouri
Commissioned in ST. LOUIS COUNTY

(SEAL)

My Commission Expires: 3/8/2029

ERIN TIERNEY MEARA
NOTARY PUBLIC - NOTARY SEAL
STATE OF MISSOURI
MY COMMISSION EXPIRES MARCH 8, 2029
ST. LOUIS COUNTY
COMMISSION #17194578

STATE OF MISSOURI

Denny Hoskins
Secretary of State

CERTIFICATE OF INCORPORATION

WHEREAS, Articles of Incorporation of

CAPITAL CITY CORPORATION FOR GROWTH
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have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, DENNY HOSKINS, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 14th day of October, 2025.

Denny Hoskins
Secretary of State