

The St. Paul's Cemetery Association of Bay, Gasconade County, Missouri, Inc.

ARTICLES OF INCORPORATION AND BY-LAWS

This is an accurate copy of the Articles of Incorporation and By-Laws, in their original form as filed with the Secretary of State of Missouri in 1966, and with subsequent amendments as adopted through the years from date of incorporation in 1966 until May of 2006.

**ARTICLES OF INCORPORATION OF
ST. PAUL'S CEMETERY ASSOCIATION OF BAY GASCONADE COUNTY, MISSOURI, INC.**

We, the undersigned, being natural persons of the age of twenty one years or more and subscribers to these Articles of Incorporation, for the purpose of forming a corporation under "General Not for Profit Corporation Laws", Chapter 355, R.S.Mo. 1959, do hereby adopt the following Articles of Incorporation.

ARTICLE I

Name Of Corporation

The name of this General Not for Profit Corporation shall be St. Paul's Cemetery Association of Bay, Gasconade County, Missouri, Inc.

ARTICLE II

Purpose Of Corporation

The purposes of this corporation are to provide the members of the corporation a place for burial for themselves, their families, their relatives and their friends, where perpetual care and attendance may be given and where respect and devotion may be given and tendered towards those who are placed therein. To provide for a trust fund in order to fulfill the above purpose to maintain and care for the cemetery and for a roadway leading to and from the said cemetery and for other and necessary items in order to fulfill the above stated purposes.

ARTICLE III

Duration Of Corporation

The duration of this corporation shall be perpetual.

ARTICLE IV

The Incorporators

The names and the addresses of each incorporator are as follows, to-wit:

Henry Niebruegge, Bay, Missouri
Arthur Erfmann, Bay, Missouri
Anna Ruskaup, Owensville, Missouri

ARTICLE V

Electing Boards Of Directors
(Amended 5/30/1971)

The first Board of Directors shall consist of five members, the names and addresses of the members of the First Board of Directors are:

Henry Niebruegge, Bay, Missouri
Fred Brink, Hermann, Missouri
Arthur Erfmann, Bay, Missouri
Anna Ruskaup, Owensville, Missouri
Emil Waldecker, Jefferson City, Missouri

Thereafter the Board of Directors shall consist of such members of this corporation as provided in the By-Laws of this corporation and two to be elected at each annual meeting to serve a term of three years. The time of the annual meeting shall be provided by the By-Laws of the Corporation. The Board of Directors of this Corporation shall be elected by the members of this Corporation and each member of this Corporation shall have one vote.

ARTICLE VI

Registered Agent

The address of the initial registered office in the State of Missouri is Bay, Missouri, and the name of its initial registered agent at the aforementioned address is Henry Niebruegge.

ARTICLES OF INCORPORATION

ARTICLE VII

Inability To Issue Shares And Certificates

There shall be no shares issued, nor shall there be any other certificates giving any indication of ownership of this not-for-profit corporation. The qualifications of eligibility for membership shall be as set forth in the By-Laws of the corporation.

ARTICLE VIII

Dissolution Of The Corporation

In the event that this corporation shall be terminated as authorized under the laws of the State of Missouri and under the By-Laws of this corporation and having assets to be distributed, then, in that event, such assets shall be distributed to the official governing board of the Zion-St. Paul's Church of Bay, Missouri, provided, however, that the cemetery property and such related property including the trust fund shall remain intact, and the obligations, duties, and purposes set out hereunder shall follow and be imposed upon the recipient of the aforesaid distribution. In the event that, the said Zion-St. Paul's Church of Bay, Missouri, refuses, or cannot assume said assets and obligations, therefore, then, in that event, said assets will be distributed as aforementioned to a similar charitable institution, but in no event should such assets be given to or inure to the benefit of a private person, except for good value received therefor. The definition of a charitable organization shall be as defined by the Federal Internal Revenue Service at the date of distribution.

ARTICLE IX

The Board Shall Elect Officers

(Amended 5/29/66)

The Board of Directors shall elect the officers of the corporation from the directors of the corporation and they shall elect a president, vice-president, secretary and treasurer; and such other officers, to serve in such manner, and for such terms as provided for in the By-Laws of this corporation.

ARTICLE X

Power To Adopt, Alter, Amend, Repeal The By-Laws

The members of the corporation shall adopt the By-Laws of this corporation, and the power to alter, amend, and repeal the By-Laws shall be vested in the members of this corporation.

/S/Henry Niebruegge

/S/Arthur Erfmann

/S/Anna Ruskaup

INCORPORATORS

BY-LAWS

The St. Paul's Cemetery Association of Bay, Gasconade County, Missouri, Inc. organized under the General Not-for-Profit Corporation Law of the State of Missouri and authorized by the Secretary of State of Missouri to fulfill its purposes as evidenced by a certificate of incorporation dated the _____ day of _____, 1966, and recorded in the County of Gasconade on the _____ day of _____, 1966, hereby sets out the rules and regulations of the aforesaid corporation in this instrument hereinafter called and referred to as the By-Laws of the St. Paul's Cemetery Association of Bay, Gasconade County, Missouri, Inc.

ARTICLE I

Adopting, Changing, Amending By-Laws

The By-Laws of the corporation may be adopted, changed, amended, or cancelled by a majority vote of the members present at the annual or special meeting.

ARTICLE II

Determining A Quorum

A quorum of the Board of Directors of this corporation shall be three or a majority of the elected Directors. A quorum of the members of the corporation shall be the majority of those present at a duly called special or annual meeting.

ARTICLE III

Definition of Membership

(Amended 5/26/2002)

Membership in this corporation shall consist of any of the following:

- Persons having relatives, by blood, marriage, or adoption interred at the cemetery;
- Persons who are or have been members of St. Paul Church, Zion Church, or Zion-St. Paul Church, or the successors of Zion-St. Paul Church;
- Persons whose ancestors have been members of the aforementioned churches;
- Persons who have participated regularly in cemetery work days and the annual Memorial Service;
- Persons who have regularly supported the corporation with contributions of money, labor, goods, or services over a period of several years;
- Persons who have made significant, as determined by a majority vote of the Board of Directors, single contribution of money, labor, goods, or services for the benefit of the corporation;
- Persons who are accepted as members by two-thirds majority vote of the Board of Directors following nomination by an established member of the corporation, and with the agreement that the right to purchase a plot in the cemetery entails an obligation to support the corporation with contributions of money, labor, goods, or services on a regular basis, including, but not limited to, participating in cemetery work days.

ARTICLE IV

Election Of Board Members and Officers

(Amended 5/29/1966 and Amended 5/30/1971)

The board of directors shall be the sole governing body and shall consist of six directors elected by the members of the corporation at the annual meeting. The term of office shall be for three years and until their successors are duly elected and qualified. The expiration date of the terms of the officers shall vary so that only two new members shall be elected each year. The Board of Directors shall elect from its membership a President, Vice-President, Secretary, and a Treasurer to carry out the governmental decisions of the Board in such a manner as the Board should direct. In the event of a vacancy during the term of an officer or director, then, in that event, the Board of Directors shall elect a director and/or a member to fill such vacancy until the next annual meeting of members.

(Amendment 5/29/1966)- Nominating Board Members

A Nominating Committee of three persons shall be appointed by the President before each annual meeting. It shall be the duty of the Nominating Committee to present to the annual meeting the names of two persons as candidates for election to the Board of Directors. The Nominating Committee shall get approval in advance, of the persons nominated. The person nominated will also agree to serve in the office elected, if said person is not present at the election meeting.

Other nominations may be made at the annual meeting by any member of the corporation.

ARTICLE V

Board Of Director Duties

The Board of Directors shall carry out the purposes of the corporation as set out in the Articles of Incorporation of the corporation and have such authority to act as necessary to fulfill the said purposes, which consists of, but not limited to, maintain the cemetery road, cemetery lots, collecting of fees, revenues, charges and donations, supervising the investments, disbursements, and holdings of the funds in the St. Paul's Trust Fund. The Board shall only invest the funds of the St. Paul's Trust Fund in government insured securities. The interest and revenue from the St. Paul's Trust Fund shall be used for general maintenance, upkeep and repairs of the cemetery and cemetery road, and if the Board in their discretion decides, such interest or a part of it may be added to the St. Paul's Trust Fund.

ARTICLE VI

Annual Meeting

(Amended 5/24/1970 & 5/28/2006)

There shall be an annual meeting of the members of the corporation on the cemetery grounds. Several weeks prior to the annual meeting, the Board shall prepare and mail a newsletter to all members. There shall be a basket dinner preceding the annual meeting, time and place shall be included in the notice of the annual meeting: The annual meeting shall be on the Sunday immediately preceding Memorial Day. The notice of annual meeting shall be published in the local county newspapers one issue prior to the annual meeting. The minister of the Zion-St. Paul's Church of Bay, Missouri, shall announce the meeting one-week prior to the meeting during the worship service. There shall be a Memorial Day worship service conducted prior to the meeting on the cemetery grounds and said services shall be announced in the manner and with the above described annual meeting.

(Amended / /)

The Board of Directors may call a special meeting of members of the corporation after first publishing notice of the time of the meeting in the local county newspapers for the two preceding issues.

ARTICLE VII

Board Meetings

The first meeting of the new elected Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place, as the annual meeting of members. Its purpose shall be to elect new officers of the Board.

A second Board meeting, including as many outgoing officers as possible, shall be held within several weeks of the annual meeting for the purpose of turning over records and current business to the newly elected officers.

The Board of Directors may provide by resolution the time and place, within the State of Missouri, for the holding of additional regular meetings with notice of such resolution to all directors.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the State of Missouri as the place for holding any special meeting of the Board of Directors called by them.

(Amendment 5/31/1968) - Auditing Committee

An audit of the St. Paul's Cemetery Association records shall be made by direction of the President prior to each annual association meeting. The auditors shall be appointed by the President.

ARTICLE VIII

Board Member Compensation

No officer or director shall receive any compensation for his service, but may receive reimbursement for expenses incurred in fulfilling his duties.

ARTICLE IX

Removal of Board Members

The officers of the corporation may be removed at pleasure by a majority vote of the Board of Directors.

ARTICLE X

Duties Of The Officers

(Amended 5/29/1966)

The duties of the officers are as follows:

President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the, Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws required by law to be, otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice-President: In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. He shall perform such other duties as from time to time may be assigned him by the President or by the Board of Directors.

Secretary: The Secretary shall: (a) keep the minutes of the meeting of members and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Corporate records and of the seal of the corporation and see that the seal of corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such members; (e) send a newsletter to each member before the annual meeting; (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned him by the President or by the Board of Directors.

Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these By-Laws; (b) in general, perform all the duties incident of the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE XI

Contracts, Loans, Checks, Drafts, Deposits

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 the behalf of the corporation, and such authority may be general or confined to specific instances.

Loans: No loans shall be contracted on behalf of this corporation and no evidences or indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select and as authorized under these By-Laws.

ARTICLE XII

Corporate Seal

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Missouri."

ARTICLE XIII

Wavier Of Notice

Whenever any notice whatever is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the General and Business Corporation Act of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Indemnification of Officers and Directors

Indemnification of Officers and Directors against Liabilities and Expenses in Actions: Each director or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding, or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who at the request of this corporation, served as a director or officer of another corporation in which such corporation owned corporate stock and his legal representatives, shall in like manner be indemnified by the corporation so requesting him to serve; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the board cannot be obtained to vote on such matter it shall be determined by a committee of three persons or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Director or committee appointed by the members, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such board or committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XV

Memorial Day Offering

The board of Directors shall collect an offering at the above mentioned Memorial Day service and the amount collected shall be placed in the St. Paul's Cemetery Trust Fund.

ARTICLE XVI

Cemetery Lot Purchase, Conditions, And Responsibilities (Amended 5/24/1981 and Amended 5/29/1988)

The Board of Directors shall plat the St. Paul's Cemetery into lots for single graves. A single grave shall consist of a space 10 feet long by 5 feet wide. Burial in the cemetery shall be strictly limited to members. Members may reserve burial sites from the Board of Directors and the rates per grave shall be \$100 or in the case of infants it shall be \$50. Additional contributions and gifts may be given at any time. The Board of Directors shall register every grave reserved and used and shall give a receipt for such registration. The registration shall also be recorded upon the plat of the gravesites previously mentioned herein. In the event that any member or family of a member cannot or will not meet the requirements for payment hereunder, then in that event, the Board of Directors may in their sole discretion bury that member without charge.

Grave sites which have been reserved hereunder and on which perpetual care has been paid may be returned to the corporation and the amount paid refunded.

The right of burial reserved hereunder cannot be transferred for value by the reserving member, either voluntarily or involuntarily, to any other person or entity (except for a return to the corporation in exchange for a refund of the amount paid), nor can it be transferred in any manner whatsoever to a non-member. The right of burial reserved hereunder will lapse forever and divest the reversing member of all rights pertaining to the reservation (including any money paid therefor) if the reservation is not used within 100 years of the date of reservation.

Any grave sites reserved previously to the forming of this corporation shall be charged the rate at the time of reservation and the corporation shall assume all the obligations and duties owing to such persons hereunder at that rate in consideration of that person agreeing to be bound and becoming a member of this corporation.

(Amended 5/30/99 & Amended 5/28/2000 & 5/28/2006)

A \$50.00 fee shall be charged by the St. Paul's Cemetery Association through the undertaking establishment at the time of each burial. This fee, which is passed on to the Cemetery Sexton, is compensation for locating, marking, and overseeing proper grave conditions prior to the burial, and later for placement of the headstone, and for overseeing the timing and requirements during the removal of the excess dirt, and later filling the low places due to the settling, and the eventual seeding and reseeded. The Cemetery Sexton will receive the fee from the Cemetery Association Treasurer.

ARTICLE XVII

Conditions For The Cemetery Lot
(Amended 5/28/1979 and Amended 5/26/2002 and Amended 5/25/2003)

There shall be no copings erected on or about a cemetery grounds. Foot stone markers shall not be erected without the approval and consent of the Board of Directors. Headstones are to be set on compressed concrete bases (as furnished by the monument companies) that extend a minimum of 4 inches in each direction beyond the stone.

It is strongly suggested that persons consider a concrete vault be purchased to go along with the casket, to reduce or eliminate the sinking of the grave due to the casket deterioration, and thereby eliminate the potential for injuries at the site in the future.

The permanent filing of the graves shall be level with the prevailing grade of the surrounding ground. With the exception of initially setting the base and headstone, all other work on this lot including, but not limited to leveling, filling, seeding, and mowing, must be with the approval of the Board of Directors of the St. Paul's Cemetery Association.

ARTICLE XVIII

When a Six Man Board Cannot Be Elected

If the annual meeting should be held and a six-man Board of Directors cannot be elected either at that time nor at a special meeting shortly thereafter, then, in these events, a special meeting shall be called by the Board of Directors as provided for hereunder, except that the purpose of the meeting placed therein shall be the dissolution of the corporation and if a six-man Board of Directors is not elected at the meeting, then the corporation may be dissolved by a majority vote of those members present and the assets for the corporation be distributed as provided for in Article VII of the Articles of Incorporation.

ARTICLE XIX

Perpetual Care Fund
(Approved 5/24/1981)

Two funds shall be established, a General Fund and Perpetual Care Fund. The initial Perpetual Care Fund is to be in the amount of \$ 20,000. Money received from the sales of lots is to go to the Perpetual Care Fund and money from the General Fund may be added at the discretion of the Cemetery Board. Only interest from the Perpetual Care Fund may be used for upkeep and the improvements of the cemetery. If it becomes necessary to use some of the Perpetual Care Fund principle, it must be approved by 80% of the members present and voting at an annual meeting.

These By-Laws adopted by a majority of the members present at the first meeting of members of the St. Paul's Cemetery Association on the ____ day of _____, 1966.

Attest:
Virgil E. Miller (signed)
Secretary

Emil H. Waldecker (signed)
President