

**Amended and Restated
Articles of Incorporation of
Self Insurance Pool of Greater Kansas City, Inc.**

We, the undersigned, being natural persons of the age of eighteen (18) years or more, for the purpose of amending and restating the Articles of Incorporation for a corporation not-for-profit under the Missouri Non-Profit Corporation Act, and all amendments thereto, hereby adopt the following Amended and Restated Articles of Incorporation:

**Article One
Name**

The name of the Corporation is the Self Insurance Pool of Greater Kansas City, Inc. (hereinafter referred to as "SIPGKC").

**Article Two
Public Benefit Corporation**

SIPGKC is a Public Benefit Corporation.

**Article Three
Duration**

The term for which SIPGKC is to exist is perpetual.

**Article Four
Registered Agent and Office; Principal Office**

The address of its Registered Office in the State of Missouri is 2600 Grand Blvd., Suite 410, Kansas City, MO 64108, and the name of its initial Registered Agent at said address is Andrew Ky Haynes.

The address of SIPGKC's principal office is 4900 Main St., Suite 155, Kansas City, MO 64112.

**Article Five
Members and Assessments**

The Members of SIPGKC shall be institutions of elementary and secondary education that receive public funding from the State of Missouri or any other governmental source and are located in Missouri. Members must be approved by a majority of the then current Members, in accordance with such other terms and procedures as are set forth in the Bylaws.

The current Members are:

Blue Springs R-IV School District
Grain Valley R-V School District
Smithville R-II School District
Fort Osage R-I School District

Each new Member shall pay to SIPGKC, on such days as shall be decided by the Board of Directors, an appropriate initial Member contribution determined by the Board in accordance with the coverages to be provided and based upon rating determinations made by the Board. The manner of assessments, the amount of the assessments, and all other matters relating to assessments to be made against Members shall be as outlined in the Bylaws and the Membership and Adoption Agreement signed by each Member.

Each new Member shall pay to SIPGKC, on such days as shall be decided by the Board of Directors, an appropriate initial Member contribution determined by the Board in accordance with the coverages to be provided and based upon rating determinations made by the Board. No Member shall have an initial assessment of more than 200% of the previous year's contributions paid for all coverages. In addition, each Member shall pay to SIPGKC, on such days as shall be decided upon by the Board of Directors, such periodic contributions as the Board shall determine based on the rating procedures of the Board.

The Board of Directors shall notify a Member of any allocable deficit and assessment at any time during the plan year in the event:

- (1) A deficit occurs at any time during a plan year of SIPGKC for which the Member was a Member at any time during such plan year;
- (2) The Board of Directors determines that an assessment is required in order to provide additional funds for the obligations of SIPGKC; and
- (3) The Member was covered by the type(s) of benefits requiring the assessment during the time the need for assessment was created and/or determined.

The amount of the deficit and assessment shall be calculated as set forth in Section 6.3 of the Bylaws, as amended from time to time.

Each Member shall pay its assessment at such time as dictated by the Board of Directors, but in no event longer than ninety (90) days, and irrespective of whether or not such Member is at that time of assessment a Member of SIPGKC.

As set forth in Section 537.620, no Member shall be assessed more than two hundred percent (200%) of the previous year's contributions paid for all coverages.

This obligation of membership shall survive the Member's termination of membership in SIPGKC.

Article Six Board of Directors

The number of Directors that shall constitute the Board of Directors of SIPGKC shall be no less than three (3).

The Directors shall be designated as set forth in the Bylaws of SIPGKC.

Article Seven Powers of the Board of Directors

The Board of Directors shall have all powers granted by Missouri law and statutes, and as set forth in the Bylaws of SIPGKC.

Article Eight Purposes

The purposes of SIPGKC shall be:

(a) SIPGKC shall establish and maintain health and welfare plans for the payment of health, dental, vision and other similar or permitted benefits and other types of risks that may be shared under Section 537.620 of the Revised Statutes of Missouri (hereinafter the "Plan").

(b) The Board shall hold all assets of SIPGKC in trust and for the exclusive benefit of the Participants, and their Dependents and Beneficiaries.

(c) Notwithstanding any other provisions of these Articles, SIPGKC shall not carry on any activities not permitted to be carried on by an association organized under Section 537.620 of the Revised Statutes of Missouri.

Article Nine Powers

The SIPGKC shall have and exercise all powers given not-for-profit corporations under the Missouri Non-Profit Corporation Act, as amended from time to time, and shall be authorized to do any lawful act in furtherance of any and all lawful purposes for which SIPGKC may be organized

under such law, to the extent such purposes are within the purposes allowable under Section 537.620 of the Revised Statutes of Missouri.

**Article Ten
Termination and Dissolution**

SIPGKC shall have the right at any time to terminate the Plan, by delivering to the Members written notice of such termination. Upon such termination, all net assets shall be distributed pro rata to the Members, as more specifically determined and set forth in the Bylaws, and Membership and Adoption Agreement signed by each respective Member.

**Article Eleven
Indemnification**

(a) Except as otherwise provided by law, no person under the Bylaws shall be liable for an act or omission of another person in carrying out any responsibility where such responsibility is allocated to such other person by the Bylaws or pursuant to a procedure established in the Bylaws.

(b) SIPGKC shall indemnify, hold harmless and advance litigation expenses to its Directors, officers, employees and agents of SIPGKC, and persons serving at the request of SIPGKC to the fullest extent permitted by the Missouri Non-Profit Corporation Act, and the laws of the State of Missouri.

(c) The right to indemnification conferred in this Article Eleven shall not be exclusive of any other right which any person may have or hereafter acquire under the Article of Incorporation, Bylaws, or any agreement, resolution of the Board of Directors or otherwise.

(d) 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 SIPGKC for or with respect to any acts or omissions of such Director occurring prior to the date when such provision becomes effective.

**Article Twelve
Amendment**

The power to adopt, amend and repeal the Articles of Incorporation of SIPGKC shall reside in the Board of Directors of SIPGKC.

**Article Thirteen
Effective Date of Filing**

This document will become effective when the document is filed by the Secretary of State.

In Witness Whereof, the undersigned, current Board of Directors of SIPGKC, sign these Amended and Restated Articles of Incorporation, this ____ day of _____, 2023, subject to the law for the submission of a false or fraudulent document.

N. Shawn Roderick
Executive Director of Human Resources
Blue Springs R-IV School District

Jason Snodgrass
Superintendent
Fort Osage R-I School District

Nick Gooch
Assistant Superintendent
Grain Valley R-V School District

Kim Davis
Director of Human Resources
Smithville R-II School District