

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

VAN GO INCORPORATED
(A Not-for-Profit Organization)

Articles of Incorporation for VAN GO, INCORPORATED were originally filed with the Kansas Secretary of State on August 3, 1995. These Restated and Amended Articles of Incorporation were duly adopted by the Board of Directors of VAN GO, INCORPORATED in accordance with K.S.A. 17-6605.

ARTICLE I

The name of this Corporation is VAN GO, INCORPORATED (referred to herein as the "Corporation").

ARTICLE II

The location of the Corporation's registered office is 715 New Jersey St., Lawrence, Douglas County, Kansas, 66044. The resident agent at this address is LYNNE GREEN.

ARTICLE III

The Corporation's purposes shall include, but not be limited to, the encouragement, promotion and education of creativity and artistic potential for persons, especially youth, and the promotion and education among participants of cultural and personal significance of the artistic forms to which the participants are exposed. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3), 170(c)(2)(B) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, contributors, or other persons in their private capacity, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article.

To further such objects and purposes, the Corporation shall have and shall exercise all the powers conferred by the provisions of The Kansas General Corporation Code, not outside the scope of these Articles of Incorporation.

Notwithstanding any other provisions, the Corporation shall not carry on any activities not permitted to be carried on by an organization 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 as an organization, contributions which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

Upon the dissolution of the Corporation, the Corporation's Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to organizations that qualify as exempt charitable, educational, or scientific organizations under Section 501(c)(3) of the Code as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The Corporation will not have authority to issue capital stock.

ARTICLE V

The conditions of membership for members of the Corporation shall be stated in the Bylaws.

ARTICLE VI

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effects on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

ARTICLE VII

The term for which the Corporation is to exist is perpetual.

ARTICLE VIII

In the event of dissolution of the Corporation, the assets of the Corporation shall be distributed as set forth in Article Third hereof.

ARTICLE IX

The number of directors may be increased or decreased from time to time by amendment of the Bylaws. The Board of Directors shall have all powers granted by Kansas law and statutes.

ARTICLE X

The power to adopt, amend and repeal the Bylaws of the Corporation shall reside in the Board of Directors of the Corporation.

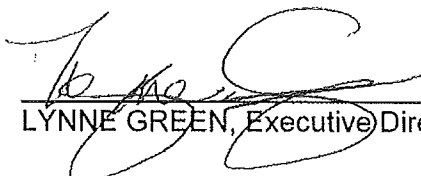
ARTICLE XI

The Corporation shall maintain general liability insurance in such amount as shall be determined by the directors, so as to enable volunteers of the Corporation to come within the provisions of K.S.A. 60-3601.

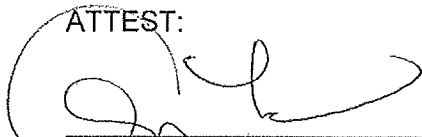
ARTICLE XII

No director or member of the Corporation shall be personally liable for the debts or obligations of the Corporation, nor shall any property of a member or director be subject to the claims of creditors of the Corporation.

IN WITNESS WHEREOF, on this 28 day of May, 2010, I declare, under penalty of perjury, according to the laws of Kansas, that the foregoing is true and correct.



LYNNE GREEN, Executive Director

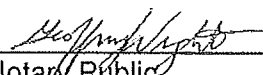
ATTEST:


A. LAMB, Secretary

STATE OF KANSAS)
)
COUNTY OF DOUGLAS) ss:

SUBSCRIBED, ACKNOWLEDGED, AND SWORN TO before me this 28 day of MAY 2010, by Lynne Green and AMANDA LAMB.





Notary Public
My appointment expires: 4/06/2014

VAN GO MOBILE ARTS, INC.
BYLAWS

ARTICLE I
NAME AND OFFICES

- Section 1. The name of the corporation is Van Go, Inc. (hereinafter referred to as "Van Go").
- Section 2. The principal office shall be 715 New Jersey, in the City of Lawrence, County of Douglas, State of Kansas.
- Section 3. Van Go may also have offices at such other places, within or without the State of Kansas, as the Board of Directors (hereinafter referred to as "Board") may from time to time determine or the business of Van Go may require.

ARTICLE II
ORGANIZATION

- Section 1. Van Go is a tax-exempt, non-profit organization incorporated under the general corporation laws of the state of Kansas.

ARTICLE III
PURPOSE

- Section 1. (Mission Statement). It is the mission of Van Go to improve the lives of high-needs youth using art as the vehicle for self-expression, self-confidence, and hope for the future.
- Section 2. Van Go operates as a non-profit organization. The net earnings of Van Go shall not inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that Van Go 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 these by-laws.
- Section 3. Notwithstanding any other provision of these Bylaws, Van Go shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the Corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV
BOARD OF DIRECTORS

- Section 1. Subject to any limitation in the Articles of Incorporation or in the General Corporation Laws of the State of Kansas, all corporate powers shall be exercised by or under the authority of the Board.
- Section 2. The Board for Van Go shall consist of up to 20 directors (hereinafter referred to as "Director(s)").
- Section 3. The Directors shall be elected by the Board prior to the annual meeting of the Board and shall serve terms of three (3) years. The terms shall run from January through December. Directors may be nominated for additional one (1) to three (3) year terms that will generally maintain an even and orderly rotation of Directors.
- Section 4. All Directors shall be expected to attend all regular meetings of the Board, including the annual retreat. Any Director who is absent without notification from two (2) consecutive Board meetings may be notified in writing by the Board President that his or her term as a Director has been terminated.
- Section 5. All Directors shall be expected to attend all Van Go dedications and fundraising events.
- Section 6. All Directors shall be expected to make an annual financial contribution to Van Go.
- Section 7. All Directors shall be expected to actively serve on at least one of the committees established by the Board. (See Article VI.)
- Section 8. In connection with any actual or possible conflicts of interest, a Director must disclose the existence and nature of his or her financial interest to the Board or those with Board delegated powers considering the proposed transaction or arrangement. The Board shall have the final power to determine if a conflict of interest exists and make a decision as to whether to enter into the transaction.
- Section 9. (Officers.) The Officers (hereinafter referred to as "Officer(s)") of the Board of Directors shall be a President, a Past President, Secretary, and a Treasurer. The Board may elect or appoint such other officers, directors, agents or employees with such authority and duties as shall be prescribed from time to time by the Board. Officers will be elected annually, but are eligible to serve as long as their respective Board term may allow (See Article IV, Sec. 3). Nominations and election of Officers shall come at the Board meeting preceding the annual meeting.
- Section 10. (President.) The President shall preside at all meetings of the Board. The President shall act as liaison between the Board and the Executive Director

and staff. The President shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

- Section 11. (Secretary.) The Secretary or his or her assignee shall attend all meetings of the Board and Executive Committee and shall keep and certify at the principal office, or such other place as the Board may order, a book of minutes of all meetings of the Board and Executive Committee, with the time and place of holding, the names of those present, and the proceeding thereof. The Secretary shall have such other powers and duties as may be prescribed by the Board or the Bylaws.
- Section 12. (Treasurer.) The Treasurer shall be responsible for the adequate and correct accounts of the properties and business transactions of Van Go. The books of accounts shall be at all reasonable times open to inspection by any Director in good standing. The Treasurer shall be responsible for the deposit all monies and other valuables in the name and to the credit of Van Go with such depositories as may be designated by the Board. The Treasurer shall be responsible for the disbursement of funds of Van Go as he or she may be directed and authorized by the Board. The Treasurer shall provide to the Board, whenever requested, an account of transactions and the financial condition of Van Go. The Treasurer shall assign or designate certain duties with regard to the daily transactions and financial activities to Van Go staff as he or she may deem appropriate.
- Section 13. (Removal.) Any Director or Officer may be removed, either with or without cause, by a majority of the Board whenever in its judgment the best interests of Van Go would be served.
- Section 14. (Resignation.) Any Director or Officer may resign at any time by giving written notice to the President of the Board. Any such resignation shall take effect at the date specified therein.
- Section 15. (Vacancies.) A vacancy on the Board (or in any office) because of death, resignation, removal, disqualification or other cause shall be filled by the Board, at any regular or special meeting, by a vote of the majority of the Board in attendance at a meeting at which a quorum is present. Any Director thus elected to fill a vacancy shall hold office until the end of the term of the Director being succeeded and/or until a successor is elected and qualified.
- Section 16. The Board will call for Director nominations at one meeting each calendar year at least one month in advance of the meeting at which candidates for the position of Director will be submitted for election to Board. The Nominating Committee shall review all nominations and make a recommendation to the Board in accordance with the schedule outlined in Article IV, Section 3 herein.

ARTICLE V

EXECUTIVE DIRECTOR (STAFF)

- Section 1. Subject to any limitation in the Articles of Incorporation or in the General Corporation Laws of the State of Kansas, all day-to-day business and affairs of Van Go shall be managed by the Executive Director of Van Go Mobile Arts, Inc., to be selected by the Board and to serve at the Board's discretion.
- Section 2. The Executive Director shall be an ex-officio member of the Board and all committees with the exception of the Nominating committee, wherein the Executive Director shall have voting rights.
- Section 3. The Executive Director shall be responsible for the hiring, management, evaluation and dismissal of all other staff members.
- Section 4. The Board **will** review the performance of the Executive Director **annually**.

ARTICLE VI

COMMITTEES

- Section 1. The President, Past President, Secretary, Treasurer, Executive Director and a Member-at-Large, shall comprise the Executive Committee. The President is the Chairman of the Executive Committee.
- Section 2. **The Executive Committee will serve as the Nominating Committee. Each July, the Nominating Committee will ask for two at-large members from the Board to serve on the committee for two months during the preparation of a list of Board nominees. The list will be presented to the Board at the September Board meeting.**
- Section 3. Other committees, including ad hoc committees, shall be formed at the discretion of the Board. The Executive Committee and/or Board shall appoint Committee Chairs and other committee membership in cooperation with Van Go staff. An annual review of the need for committees to accomplish Van Go goals may be conducted periodically by the Board.
- Section 4. At the discretion of the Executive Director, an Advisory Committee may be formed. This committee will serve in an advisory capacity only and shall generally consist of former Van Go Directors. This Advisory Committee shall serve at the pleasure of the Board and the Executive Director for the benefit of Van Go.

ARTICLE VII

MEETINGS

- Section 1. The Board shall meet at least five times each calendar year at times determined by the Board.
- Section 2. A majority attendance of the Board shall be necessary to constitute a quorum for the transaction of business; but the Board, although less than a quorum, shall have the power to adjourn the meeting from day to day or to some future date. Every act done by a majority of the Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless a greater number be required by law or the Articles of Incorporation. Any action required or permitted to be taken at any meeting of the Board may be taken without a face-to-face meeting if all of the Board consents thereto in writing, including electronic mail. These responses are to be filed with the minutes of proceedings of the Board.
- Section 3. Robert's Rules of Order will be the final authority in questions of procedural matters.
- Section 4. An annual meeting of the Board shall be held each year upon the call of the President. Notice of annual meetings shall be delivered via United States postal service, electronic mail, telefacsimile or other similar means to each Director by the Executive Director or his/her designee at least five (5) days previous to the time fixed for such meeting.
- Section 5. Notice of all regular meetings shall be given via United States postal service, electronic mail, telefacsimile or other similar means to each Director by the Executive Director or his/her designee at least five (5) days previous to the time fixed for such meeting. Notice of any meeting of the Board may be waived in writing by the person or persons entitled to such notice, whether before or after the time of such meeting, and shall be the equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a 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. Neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting.
- Section 6. A special meeting of the Board may be called at any time or place by the President or in his/her absence or inability to act; the same may be called by any two Directors of the Board. By unanimous consent of the Board, special meetings of the Board may be held without notice of any time or place.
- Section 7. Members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment.

ARTICLE VIII

MANAGEMENT AND DISTRIBUTION OF CORPORATE FUNDS

- Section 1. Van Go shall at all times be operated exclusively for the purposes set forth in its Articles of Incorporation and in a manner which causes Van Go to qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or agent of this corporation shall take any action or carry on any activity by or on behalf of Van Go not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- Section 2. All Directors of Van Go shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of Van Go, whether voluntarily or involuntarily, the assets of Van Go then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, upon such terms and conditions and in such amounts and proportions as the Board may determine, exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would then qualify as exempt organizations under the provisions of 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- Section 1. No Director or employee of Van Go shall be personally liable for any of Van Go's debts, obligations and/or acts.
- Section 2. Each Director and each Officer of Van Go, whether or not then in office, (and his heirs, executors and/or administrators) shall be and hereby is indemnified by Van Go against any and all cost and expense (including but not limited to, reasonable attorney fees) reasonably incurred by or imposed upon such person in connection with or resulting from any action, suit, or proceeding, to which such person may be made a party by reason of being, or having been, a Director of the Board or an Officer of this corporation, including costs and expenses paid in connection with the settlement or compromise of any such action, suit or proceedings; provided, however, that nothing herein contained shall protect or be deemed to protect any such Director of the Board or Officer of Van Go against any liability to Van Go or to its Directors to which such person would otherwise be subjected by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person's office.

- Section 3. The foregoing right of indemnification shall not be exclusive of other rights to which any Director of the Board or Officer of this corporation may be entitled as a matter of law.
- Section 4. Van Go may provide Directors and Officers insurance at the discretion of the Board.

ARTICLE X
AMENDMENTS TO THE BYLAWS

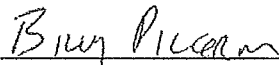
- Section 1. Amendments to these Bylaws may be adopted by a simple majority of the Board present and voting, provided notice in writing was served at the last preceding regular meeting setting forth the proposed amendment or amendments.
- Section 2. Proposed amendments to these Bylaws may be submitted at any regular meeting of the Board.
- Section 3. These Bylaws **will** be reviewed annually by the Executive Committee and/or Board.

ARTICLE XI
GENERAL PROVISIONS

- Section 1. (Checks.) All checks or demands for money and notes of Van Go shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.
- Section 2. (Fiscal year.) The fiscal year shall be January to December. The fiscal year may be changed by approval of the Board.
- Section 3. The Board, except as in these bylaws otherwise provided, may authorize any Officer or Officers, the executive director or other agent, to enter into any contract or execute any instrument, including authorization to borrow money, in the name of and on behalf of Van Go, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind Van Go by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other document shall be executed on behalf of Van Go by the president (or by the treasurer, if there be one serving in the absence of the president), or by any other specific Officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of Van Go by the president (or treasurer serving in the absence of the president).

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify: (1) that I am the duly elected and acting secretary of Van Go Mobile Arts, Inc., a Kansas Corporation; and (2) that the foregoing Bylaws constitute the Bylaws of said Corporation, as amended, as duly adopted at the meeting of the Board thereof duly held on the 15 day of MARCH, 2010.



Billy Pilgrim, Secretary