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KANSAS

ARTICLES OF INCORPORATION of HEARTLAND MEDIATORS ASSOCIATION, INC.

We, the undersigned incorporators, hereby form and establish a corporation NOT FOR PROFIT, under the laws of the State of Kansas.

ARTICLE FIRST

The name of this corporation shall be Heartland Mediators Association, Inc.

ARTICLE SECOND

The location of its registered office in this state is 8826 Santa Fe Drive, Suite 208, in the City of Overland Park, County of Johnson, Kansas 66212. The resident agent at this address is Sandra L. Sabanske.

ARTICLE THIRD

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are:

1. To provide an organization to promote the interests of mediation as a method of dispute resolution, under which members may exchange ideas to educate themselves and each other on techniques to improve the general abilities and standing of mediation practitioners; and to cultivate and promote the use of mediation, to evaluate and sustain the professional character of its members, and to disseminate knowledge pertaining to the uses and benefits of mediation.

2. To promulgate standards and provide a means whereby mediators may obtain and maintain professional credentials.

3. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(a) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(b) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

4. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), 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 FOURTH

The corporation shall NOT have the authority to issue capital stock, and the conditions of membership shall be fixed by the By-Laws.

ARTICLE FIFTH

The Board of Directors shall have all powers granted by Kansas law and statutes.

ARTICLE SIXTH

No director shall be personally liable to the Corporation or its stockholders 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 members, (ii) for acts or omissions not in good faith or which involve 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 effect 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 SEVENTH

The term for which this corporation is to exist is perpetual.

ARTICLE EIGHTH

No member of this corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this corporation, the assets of this corporation shall be distributed as set forth in ARTICLE THIRD hereof.

ARTICLE NINTH

The names and residences of the incorporators are:

Eric W. Severson, 5501 Moundview Drive, Topeka, Kansas 66611

ARTICLE TENTH

The number of directors may be increased or decreased from time to time by amendment of the By-Laws.

ARTICLE ELEVENTH

The names and residences of the persons who are to serve as directors until their successors are elected and qualified are as follows:

Jerry Beneventi, President, 3211 Clinton Parkway Court, Lawrence, Kansas 66047
Katherine Kirk, President-Elect, 322 Woodlawn Drive, Lawrence, Kansas 66049
Curt Straub, Vice President, P.O. Box 9254, Shawnee Mission, Kansas 66201-1854
Barry Carroll, Treasurer, 334 North Topeka, Wichita, Kansas 67202-2410
Jeanne Erikson, Secretary 334 North Topeka, Wichita, Kansas 67202-2410

ARTICLE TWELFTH

The power to adopt, amend and repeal the By-laws of this corporation shall reside in the Board of Directors of this corporation.

ARTICLE THIRTEENTH

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.

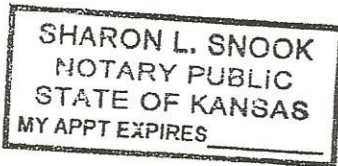
IN TESTIMONY WHEREOF, we have hereunto set our names this 3rd day of May. 1996.


ERIC W. SEVERSON

STATE OF KANSAS)
) ss:
COUNTY OF SHAWNEE)

Personally appeared before me, a Notary Public in and for the State of Kansas, the above-named, who are personally known to me to be the same persons who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of May, 1996.



Sharon L. Snook
Notary Public

My Appointment Expires: May 19, 1997