



State of Missouri
 Robin Carnahan, Secretary of State

Corporations Division
 PO Box 778 / 600 W. Main St., Rm. 322
 Jefferson City, MO 65102

**Articles of Amendment
 for a Nonprofit Corporation**
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is: The National Coalition of Community Foundations for Youth N00048534
Name Charter Number

2. The amendment was adopted on September 17, 2006 and changed article(s) I to state as follows:
month/day/year
 The name of the corporation is CFLeads.

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):

4. If approval by members was required, check here and provide the following information:

- A. Number of memberships outstanding:
- B. Complete either C or D:
- C. Number of votes for and against the amendments(s) by class was:

Class	Number entitled to vote	Number voting for	Number voting against
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained:

In Affirmation thereof, the facts stated above are true and correct:
 (The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Authorized signature of officer or chairman of the board Printed Name Title Date

Name and address to return filed document:

Name: Deanna Silke, Administrator, CFLeads

Address: 1055 Broadway, Suite 130

City, State, and Zip Code: Kansas City, MO 64105

ARTICLES OF INCORPORATION

OF

THE NATIONAL COALITION OF COMMUNITY FOUNDATIONS FOR YOUTH

The undersigned, being natural persons of the age of twenty-one years or more and citizens of the United States, for the purposes of forming a corporation under the General Not for Profit Corporation Law of the State of Missouri, do hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation is

The National Coalition of Community Foundations For Youth

SECOND: The period of duration of the corporation is perpetual.

THIRD: The names and addresses of the incorporators are as follows:

Janice C. Kreamer	The Greater Kansas City Community Foundation 1055 Broadway, Suite 130 Kansas City, Missouri 64105
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Marvin R. Cohen	The Chicago Community Trust 222 N. LaSalle Street, Suite 1400 Chicago, Illinios 60601
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Rebecca Hornbeck	Baltimore Community Foundation 2 East Read Street Baltimore, Maryland 21202
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John Ramsey	San Diego Community Foundation 101 West Broadway, Suite 1120 San Diego, California 92101
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FOURTH: The address of its initial registered office in the State of Missouri is 1055 Broadway, Suite 130; Kansas City, Missouri 64105 and the name of its initial registered agent at said address is George Bittner.

FIFTH: The corporation shall not have or issue any shares of stock. The Bylaws may provide for one or more classes of members and, if so, shall set out the method of selection and any rights and duties inherent in membership. Members, if any, of the corporation shall have no voting rights.

SIXTH: (a) The corporation shall be managed by a Board of Directors, and the number of directors to constitute the first Board of Directors shall be four. Thereafter, the number of directors shall be as set forth in the Bylaws of the corporation, and may be increased (or decreased to a number not less than three) from time to time by amendment to the Bylaws.

(b) A majority of the members of the Board of Directors serving at any time shall be appointed by organizations described in Section 509(a)(1) or (2) of Internal Revenue Code, and these individuals shall serve on the Board of Directors of this corporation in their official capacity as representatives of the organization that each represents. No meeting may be validly held unless a majority of a quorum as defined in the Bylaws shall be comprised of duly constituted representatives of organizations described in Section 509(a)(1) or (2) of the Internal Revenue Code.

(c) The following persons shall constitute the first Board of Directors and shall hold office for such period as may be specified in the Bylaws of the corporation:

Janice C. Kreamer	The Greater Kansas City Community Foundation 1055 Broadway, Suite 130 Kansas City, Missouri 64105
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Marvin R. Cohen	The Chicago Community Trust 222 N. LaSalle Street, Suite 1400 Chicago, Illinois 60601
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Rebecca Hornbeck	Baltimore Community Foundation 2 East Read Street Baltimore, Maryland 21202
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John Ramsey	San Diego Community Foundation 101 West Broadway, Suite 1120 San Diego, California 92101
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SEVENTH: (a) The corporation is organized and shall be operated exclusively for charitable purposes. A principal purpose will be to serve the needs of children and adolescents, which is an activity and a charitable purpose of The Greater Kansas City Community Foundation as well as of other community foundations that may support this corporation.

(b) The corporation shall conduct or support charitable activities for the benefit of, or to carry out the charitable purposes of, The Greater Kansas City Community Foundation. If, however, The Greater Kansas City Community Foundation ceases to be a classified as other than a private foundation under Section 509(a)(1) or (2) of the Internal Revenue Code or ceases to be an

organization described in Section 501(c)(3) of the Internal Revenue Code, then the corporation shall be operated exclusively for the benefit of, or to carry out the charitable purposes of, one or more organizations described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Internal Revenue Code as shall be selected by the Board of Directors of the corporation.

(c) Except as otherwise limited by the provisions of these Articles of Incorporation, the corporation is empowered to exercise all rights and powers conferred by the General Not for Profit Corporation Law of the State of Missouri upon not for profit corporations, including the power to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above charitable purposes.

(d) For purposes of these Articles, "charitable purposes" are educational, religious, scientific, literary, public and other purposes permitted to be carried on by organizations described in Section 170(c)(1) and 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code") and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of the Internal Revenue Code. Any reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

EIGHTH: No part of the income, property, or net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or members, but 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 SEVENTH hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements respecting) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from Federal income tax Section 501(c)(3) of the Internal Revenue Code; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code. All terms and provisions of these Articles and the Bylaws of the corporation, and all operations of the corporation, shall be construed, applied and carried out in accordance with such intent. In the event the corporation is determined to be a private foundation, then the corporation shall:

(a) Distribute, for the purposes specified in its Articles of Incorporation for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by section 4942(a) of the Internal Revenue Code;

(b) Not engage in any act of "self-dealing" that would give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(c) Not retain any "excess business holdings" that would give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(d) Not make any investment that would jeopardize the carrying out of any of its exempt purposes so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(e) Not make any "taxable expenditures" that would give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

NINTH: Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes to such organization or organizations as it shall determine, provided that each such organization is organized and operated exclusively for charitable purposes and shall, at the time of distribution, qualify as exempt under Section 501(c)(3) of the Internal Revenue Code and as other than a private foundation under Section 509(a)(1) or (2) of the Internal Revenue Code.

TENTH: The Board of Directors may from time to time amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law; provided, however, that Articles SEVENTH through NINTH may not be amended in any manner to such extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 17th day of June, 1993.

Janice C. Kreamer
Janice C. Kreamer

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

I, Deanna L. Ousley, a Notary Public, do hereby certify that on the 17th day of June, 1993, JANICE C. KREAMER personally appeared before me and being first duly sworn by me severally acknowledged that she signed as her free act and deed the foregoing document as an incorporator and declared that the statements therein contained are true, to her best knowledge and belief.

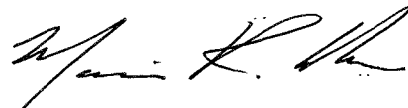
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Deanna L. Ousley
Notary Public

(Notarial Seal)

My commission expires:

November 8, 1993

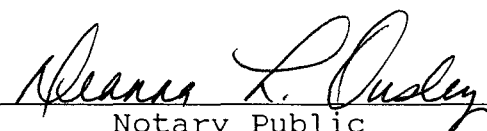


Marvin R. Cohen

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

I, Deanna L. Ousley, a Notary Public, do hereby certify that on the 17th day of June, 1993, MARVIN R. COHEN personally appeared before me and being first duly sworn by me severally acknowledged that he signed as his free act and deed the foregoing document as an incorporator and declared that the statements therein contained are true, to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Notary Public

(Notarial Seal)
My commission expires:
November 8, 1993

Rebecca Hornbeck
Rebecca Hornbeck

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

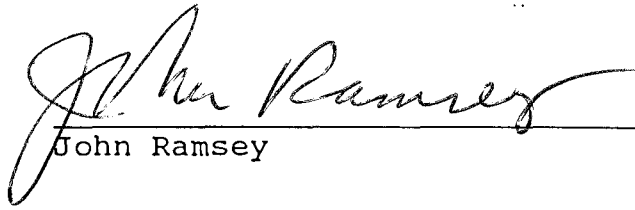
I, Deanna L. Ousley, a Notary Public, do hereby certify that on the 17th day of June, 1993, REBECCA HORNBECK personally appeared before me and being first duly sworn by me severally acknowledged that she signed as her free act and deed the foregoing document as an incorporator and declared that the statements therein contained are true, to her best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Deanna L. Ousley
Notary Public

(Notarial Seal)

My commission expires:
November 8, 1993


John Ramsey

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

I, Deanna L. Ousley, a Notary Public, do hereby certify that on the 17th day of June, 1993, JOHN RAMSEY personally appeared before me and being first duly sworn by me severally acknowledged that he signed as his free act and deed the foregoing document as an incorporator and declared that the statements therein contained are true, to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


Notary Public

(Notarial Seal)

My commission expires:

November 8, 1993