**Articles of Incorporation Sample**

**Blue Cross and Blue Shield of Kansas, Inc.**

These RESTATED ARTICLES OF INCORPORATION, being duly adopted by the [Board of Directors](http://www.bcbsks.com/AboutUs/Governance/board_directors.htm) of Blue Cross and Blue Shield of Kansas, Inc. in accordance with KSA 17-6605 pursuant to the provisions of KSA 17-6601 on June 11, 1992 to be effective July 1, 1992, constitute the RESTATED ARTICLES OF INCORPORATION OF BLUE CROSS AND BLUE SHIELD OF KANSAS, INC., originally filed with the Secretary of State of the State of Kansas May 1, 1983.

**FIRST:**  
The name of the corporation is BLUE CROSS AND BLUE SHIELD OF KANSAS, INC.

**SECOND:**  
The location of its registered office in this State is 1133 Topeka Boulevard, Topeka, Shawnee County, Kansas.

**THIRD:**  
The name and address of its registered agent in this State is Blue Cross and Blue Shield of Kansas, Inc., 1133 Topeka Boulevard, Topeka, Shawnee County, Kansas.

**FOURTH:**   
This corporation is organized not-for-profit and the objects and purposes to be transacted and carried on are as follows:

a. To establish, maintain and operate a mutual life insurance company under Article 5 of Chapter 40 of the Kansas Statutes Annotated, and to do all things necessary, proper or convenient for the purpose of promoting, establishing and operating said mutual life insurance company.   
b. To, in general, exercise such other powers which now are, or hereafter may be conferred by law upon a corporation organized as a not-for-profit corporation under the Kansas General Corporation Code, necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation subject to such limitations and conditions as exist or may exist in Article 5 of Chapter 40 of the Kansas Statutes Annotated.

**FIFTH:**   
The corporation shall be a membership corporation and shall not have authority to issue capital stock. The conditions and classification of membership and the voting rights of the members shall be fixed by the Bylaws.

**SIXTH:**   
The term for which this corporation is to exist is perpetual.

**SEVENTH:**   
Upon incorporation, the powers of the incorporators shall cease. The business and affairs of the corporation shall be managed by a Board of Directors as provided by the Kansas Insurance Code; the number of directors and the means of their election shall be fixed by the Bylaws, provided, however, that until the first annual meeting of members following July 1, 1992, the Board of Directors shall consist of the following named persons:   
**James M. Alley, III, D.D.S.**  
1035 N. Emporia   
Wichita, Kansas 67214

**Leon J. Boor**  
511 N.E. 10th Street   
Abilene, Kansas 67410

**Harold D. Dufek**  
1207 E. 30th   
Hutchinson, Kansas 67502

**Nancy Echols**  
225 North Norwood   
Topeka, Kansas 66616

**Rex R. Fischer, M.D.**  
1133 College   
Manhattan, Kansas 66502

**Peter M. Haas**  
528 West 4th   
Russell, Kansas 67665

**Michael J. Keating**  
RR#1   
Home, Kansas 66438

**Steven D. Marsh**  
401 Cottage   
Abilene, Kansas 67410

**Edward J. Miller**  
405 West Madison   
Iola, Kansas 66749

**Thomas L. Miller**  
1133 Topeka Blvd.  
Topeka, Kansas 66612

**Louis E. Mosiman**  
1700 College   
Topeka, Kansas 66621

**Robert L. Mullen**  
619 South Clark   
Lyons, Kansas 67554

**Kent E. Palmberg, M.D.**  
901 Garfield   
Topeka, Kansas 66606

**Marie Sellberg**  
Route 3   
McPherson, Kansas 67460

**Floyd W. Sweet**  
7900 North Plum   
Hutchinson, Kansas 67502

**Alfred F. Wasinger**  
427 North Main   
Hutchinson, Kansas 67501

**EIGHTH:**   
Bylaws of the corporation may be adopted by the directors at any regular meeting or at any special meeting called for that purpose, so long as the same are not inconsistent with the provision of these Articles.

**NINTH:**   
For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and its directors and members, it is further provided:   
(1) In furtherance, and not in limitation of the powers conferred by the laws of the State of Kansas, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend or repeal the [Bylaws](http://www.bcbsks.com/AboutUs/Governance/BCBSKS_bylaws.pdf) in any manner not inconsistent with the laws of the State of Kansas or these Articles of Incorporation, subject to the power of the members to amend, alter or repeal the Bylaws made by the Board of Directors or to limit or restrict the power of the Board of Directors so to make, alter, amend or repeal the Bylaws;   
(b) Without the assent or vote of the members, to authorize and issue obligations of the corporation, secured or unsecured to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledging, as security therefore, of any property of the corporation, real or personal, including after-acquired property;

(2) Any director or any officer elected or appointed by the members or by the Board of Directors may be removed at any time in such manner as shall be provided in the Bylaws of the corporation.

**TENTH:**   
There shall be no personal liability of a director to the corporation or its members for monetary damages for breach of fiduciary duty as a director. Nothing herein shall limit or eliminate the liability of a director   
(A) for any breach of the director’s duty of loyalty to the corporation or its members   
(B) for acts or omissions not in good faith or in which involve intentional misconduct or a knowing violation of law,   
(C) under the provisions of K.S.A. 17-6424 and amendments thereto or   
(D) for any transaction from which the director derived an improper personal benefit. The liability of a director is not hereby eliminated or limited for any act or omission occurring prior to September 10, 1987.