

**BYLAWS
OF
TOPEKA DEVELOPMENT CORPORATION**

A KANSAS NOT-FOR-PROFIT CORPORATION

(as Adopted October 19, 2023)

ARTICLE I

NAME AND PURPOSES

Section 1.01. The name of the corporation shall be Topeka Development Corporation, and for designation purposes, is referred to in these Bylaws as the “Corporation,” or such name as may be adopted by amendment to the Articles of Incorporation (the “Articles”).

Section 1.02. Purposes. In accordance with the terms set forth in Section 170(b)(1)(a)(iv) of the Internal Revenue Code of 1986, as amended (the “Code”), the Corporation is organized and at all times shall be operated exclusively for the benefit of the City of Topeka, Kansas (the “City”), in particular to aid, assist and foster the planning, designing, development, supervision, acquisition, construction, furnishing, equipping, management, operation and improvement of a convention center hotel in the City of Topeka, Kansas and to engage in such activities as may be necessary or advisable in connection therewith, and any other acts or activities that may be requested of the Corporation by the City for the benefit of the City, and in connection therewith to receive, hold, invest, maintain, operate, and administer real and personal property, to borrow money, and to make expenditures to or for the benefit of the City to the extent consistent with the requirements of Section 170(b)(1)(a)(iv) of the Code. In furtherance of the foregoing, the Corporation is authorized to do the following:

(a) to engage in any lawful act or activity for which not-for-profit corporations may be organized under the Kansas general corporation code, K.S.A. 17-6001 et seq. (the “Act”); and

(b) to do everything necessary, proper, advisable, and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Act, the Articles or these Bylaws.

Section 1.03. The purposes set forth herein and in the Articles are subject to the condition that the City, for whose benefit the Corporation has been organized and which has benefitted from the purposes of the Corporation, shall exercise (1) organizational control over the Corporation, with authority at any and all times to alter or change the structure, organization, programs or activities of the Corporation, including the power to terminate its existence, except for possible limitations on the impairment of any contract entered into by the Corporation, and (2) supervisory control over the Corporation as may be deemed proper by the City in the administration of the activities of the Corporation as may be required from time to time by federal law in order to qualify the Corporation to issue bonds, notes or other obligations on behalf of the City.

ARTICLE II

OFFICES

Section 2.01. Business Offices. The principal office of the Corporation shall be located at 215 SE 7th St., Topeka, Kansas 66603, or such other location as determined from time to time by the Board

of Directors of the Corporation (the “Board”). The Corporation may have such other offices at such place or places within the State of Kansas as the Board may designate or as the affairs of the Corporation may require from time to time.

Section 2.02. Registered Office. The Corporation shall have and continuously maintain in the State of Kansas a registered office, and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office in the State of Kansas, and the address of the registered office may be changed from time to time by the Board.

ARTICLE III

NO MEMBERS

Section 3.01. No Members. The Corporation shall not have members as such but, in lieu thereof, shall have a Board of Directors in which there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. Number. The property and business of the Corporation shall be controlled and managed by a Board of Directors initially composed of up to ten (10) persons. All Board members shall be citizens of the United States and all of such members at all times shall be residents of and members of the governing body of the City (the “Governing Body”). The ten (10) members of the governing body of the City shall be members of the Board by virtue of their position on the Governing Body. All corporate powers of the Corporation shall be vested in and exercised by the Board. Each member of the Board is referred to herein as a “Director.”

Section 4.02. Term. Each Director shall hold office continuously from the time such Director becomes a member of the Governing Body until (1) death, (2) resignation, (3) termination of membership in the Governing Body or (4) removal with or without cause by a majority vote of the Governing Body, as the case may be.

Section 4.03. Powers. The Board shall manage the business of the Corporation and may exercise all powers granted to directors under the Act. The actions of the Board in exercising the corporate powers of the Corporation under the Articles and these Bylaws shall be taken at all times consistent with the intent and purpose of organizing the Corporation, which is to benefit the City, to serve the best interests of the City, and when properly authorized, to act on behalf of the City. The duties of Directors of the Corporation shall at all times be discharged in the best interests of and for the benefit of the City, as may be determined by the City; therefore, it shall not be a conflict of interest for a Director of the Corporation to also serve as a member of the Governing Body of the City.

Section 4.04. Annual and Regular Meetings. The annual meeting of the Board shall be held at such place and time as may be fixed by resolution of the Board. The Board may hold regular meetings at times and places determined by the Board with notice to each Director. All notices shall be given in accordance with the Kansas Open Meetings Act.

Section 4.05. Special Meetings. Special meetings of the Board may be called by the President, or any four (4) or more Directors, on 24 hours’ notice to each Director. Notice shall be given by the

Secretary or any Assistant Secretary appointed by the Board. All notices shall be given in accordance with the Kansas Open Meetings Act.

Section 4.06. Electronic Participation. Unless otherwise restricted by the Articles or these Bylaws, members of the Board, or any committee designated by the Board, may electronically participate in a meeting of the Board or committee provided all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

Section 4.07. Kansas Open Meetings Act. Meetings of the Board shall be held in compliance with the Kansas Open Meetings Act.

Section 4.08. Quorum. At all meetings of the Board, a majority of the then-current number of members of the Board shall constitute a quorum, but not less than a quorum may adjourn any meetings to a subsequent date without further notice, provided a quorum is present at such deferred meeting.

Section 4.09. Advisory Directors. Advisory Directors of the Corporation may be appointed or elected by the Board to serve at the pleasure of the Board and advise the Corporation in special areas as specified by the Board.

Section 4.10. Committees. The Board may, by resolution or resolutions passed by a majority of the full Board, designate one (1) or more committees, each committee to consist of one (1) or more Directors of the Corporation. The Board may designate one (1) or more Directors as alternate members of any committees who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in said resolution or resolutions or in these Bylaws, shall have and may exercise all of the powers and authority of the Board in the management of the business and affairs of the Corporation; but no such committee shall have power or authority in reference to amending the Articles, adopting an agreement of merger or consolidation, approving the sale, lease or exchange of all or substantially all of the Corporation's property and assets, approving a dissolution of the Corporation or a revocation of a dissolution, or amending the Bylaws of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. All committees so appointed shall, unless otherwise provided by the Board, keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation and shall report the same to the Board at its next meeting. The Secretary or any Assistant Secretary of the Corporation may act as Secretary of the committee if the committee so requests.

Section 4.11. No Compensation. Directors shall not be entitled to any compensation for the work undertaken consistent with their terms and responsibilities as members of the Board or officers of the Corporation. Directors may be reimbursed for reasonable expenses incurred in connection with attendance at Board or committee meetings or to fulfill Board responsibilities.

ARTICLE V

OFFICERS

Section 5.01. Election of Officers. The officers of the Corporation shall be Directors and there shall be a President, Vice President, Secretary, and Treasurer, and any other officer designated by the Board, all of whom shall be elected annually by the Board. Two or more offices may be held by the same person

at any one time, except the offices of President and Secretary. Each officer may delegate various duties attributable to such office, but the fulfillment of such duties shall be the exclusive responsibility of the delegating officer.

Section 5.02. Duties of Officers. The Officers of the Corporation shall have the following duties:

President - The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board and act as official representative for the Corporation.

Vice President - The Vice President shall be vested with all the powers of and required to perform all the duties of the President in the event of the absence or disability of the President and shall perform all other duties as may be prescribed by the Board.

Secretary - The Secretary shall attend all meetings of the Board, acting as clerk thereof and recording the proceedings of such meetings. The Secretary shall give the proper notice of meeting of Directors and perform such other duties as are assigned by the President and Board. The responsibilities of the Secretary may be carried out by any Assistant Secretary appointed by the Board.

Treasurer - The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation and shall deposit all monies and other valuable effects to the name and credit of the Corporation in such depository as may be designed by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, take proper vouchers for such disbursements, and shall render to the President and Board, whenever they may require it, an account of all Corporation transactions and of the financial condition of the Corporation. The responsibilities of the Treasurer may be carried out by any Assistant Treasurer appointed by the Board.

Section 5.03. Removal of Officers. Any officer may be removed from office for willful neglect of office, willful failure to carry out the duties and responsibilities assigned to said officer, or willful violation of the Articles, these Bylaws, or any rules and/or regulations of the Board or the Corporation. Removal shall be by the Board, and such Board shall, in the event of the determination of liability of any officer for removal under the provisions of the preceding sentence, notify the officer subject thereto of the basis for removal proceedings, and an opportunity shall be provided said officer for a full and impartial hearing before such Board. Removal from office shall be effected by an affirmative vote of two-thirds of the remaining members of such Board present at any regular or special meeting.

Section 5.04. Executive Staff. The Board may appoint executive staff members and delegate to such executive staff members the responsibility for management of the Corporation as the Board sees fit. Executive staff may be given the necessary authority and responsibilities to operate the Corporation subject to such policies as may be issued by the President and the Board. The Board may authorize an appointed Executive Director of the Corporation or the other members of the executive staff to act as the duly authorized agent of the Corporation in matters within the ordinary course of business of the Corporation. Executive staff members may be employees of the City. Whether or not the Board appoints any executive staff members, the Board may contract with the City to provide any executive services deemed necessary by the Board.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.01. Indemnification. Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation as of right to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in such person's capacity as or arising out of such person's status as a director or officer of the Corporation if such person (a) acted in good faith; (b) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation; and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 6.01 if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. Indemnification under this Section 6.01 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 6.01.

Section 6.02. Director or Officer Liability to Corporation. No person shall be liable to the Corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the Corporation, if such person (a) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of such person's own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation, or upon statements made or information furnished by directors, officers, employees or agents of the Corporation, which such person had no reasonable grounds to disbelieve.

ARTICLE VII

FINANCIAL ACTIVITIES AND REPORTING

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be the same as that of the City.

Section 7.02. Contracts. The Board may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.03. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness (including bonds) shall be issued or incurred in its name unless authorized by the City. Such authority may be general or confined to specific instances.

Section 7.04. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 7.05. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories, or otherwise invested, as the Board may elect.

Section 7.06. Reports. The Board shall cause the Secretary of the Corporation to file such annual reports as may be required by Federal law, state or local laws, or both.

Section 7.07. Financial Reporting. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. All books and records of the Corporation may be inspected by the City or by any director, or its authorized agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

CONFLICTS OF INTEREST

Section 8.01. Conflict Defined. A conflict of interest may exist when the interests or concerns of any director, officer or staff member may be seen as competing with the interests or concerns of the Corporation or the City, or any such person has an interest adverse to the Corporation or City, including an interest in any contract, transaction, or other financial relationship or any interest in an entity whose best interests may be impaired by the best interests of the Corporation or City.

Section 8.02. Disclosure Required. Any possible conflict of interest shall be disclosed to the Board by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the Board or its appropriate committee and such person shall not vote on the matter; provided however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof.

Section 8.03. Absence from Discussion. The person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration.

Section 8.04. Minutes. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is uncertainty as to whether a conflict of interest exists, the matter shall be resolved by a majority vote of the Board or its committee, excluding the person concerning whose situation the uncertainty has arisen.

Section 8.05. Annual Review. A copy of this conflict of interest statement shall be furnished to each director, officer, employee, and staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of directors, officers and staff members. Any new directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

Section 8.06. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

ARTICLE IX

REPEAL, ALTERATION OR AMENDMENT

Section 9.01. Repeal, Alteration of Amendment of Bylaws. The Board, by written assent thereto of all of such Directors or by a majority vote of such Directors at a regular or special meeting called for that purpose or at any annual meeting of the Board, may repeal, alter or amend these Bylaws:

(a) in order to maintain deductibility of gifts to the Corporation for federal income, gift and estate tax purposes for donors and their estates and in order to maintain the federal tax classification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law;

(b) to conform to and with any provision or provisions of the laws of the State of Kansas and the United States; and

(c) in such other respects consistent with the objectives and purposes of the Corporation as such Directors may from time to time find necessary.

Section 9.02. The Corporation shall not repeal, alter or amend the Corporation's Articles or these Bylaws: (a) without the prior written consent of the City and (b) in any manner that would alter the single purpose for which the Corporation is organized.

ARTICLE X

DISSOLUTION

Section 10.01. Distribution of Property and Assets of Corporation Upon Dissolution. Upon any dissolution of this Corporation in accordance with the Act, its property and assets shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation, shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

(b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

(c) After complying with the provisions of paragraphs (a) and (b) aforesaid, the Board of Directors shall dispose of all remaining assets of the Corporation exclusively for the purposes for which the Corporation was organized, solely and exclusively to the City of Topeka, Kansas, for whose benefit the Corporation has been organized and which has benefited from the purposes of the Corporation, to be used for a public purpose. Provided that if, for any reason, such City is not in existence to receive such distribution, the Board of Directors shall 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 governmental, charitable, educational and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine, any such assets not so disposed of shall be disposed of by the Shawnee County District

Court, 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 XI

MISCELLANEOUS

Section 11.01. No part of the property and assets of the Corporation, and no part of the property, assets or net earnings of the Corporation shall inure to the benefit of, or be distributed or used for, any director, officer, or employee of the Corporation or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 11.02. All references herein to sections of the Internal Revenue Code shall be deemed to refer to any other section or sections which may be or hereafter are enacted in lieu thereof or in substitution therefor.

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CERTIFICATION OF BYLAWS

I hereby certify that the foregoing Bylaws were adopted at a meeting of the Board of Directors of Topeka Development Corporation, a Kansas not-for-profit corporation, held on October 19, 2023.

Brenda Younger, Assistant Secretary