

199591 RECEIVED

ARTICLES OF INCORPORATION
of the
IOWA CONSERVATION AND PRESERVATION CONSORTIUM
(A Nonprofit Corporation)

OCT 04 1996
SECRETARY OF STATE

Pursuant to the provisions of the Iowa Nonprofit Business Corporation Act, the undersigned corporation adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: Iowa Conservation and Preservation Consortium (ICPC).

ARTICLE II - PURPOSE

The purpose of this corporation shall be to operate exclusively for charitable, scientific, and educational purposes as a nonprofit corporation, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding future provisions).

ARTICLE III - MEMBERSHIP

Any individual or organization interested in the preservation and conservation of Iowa's cultural heritage may become a member upon payment of dues as provided in the Bylaws. Only individual members may hold office or serve on the Board of Directors. Each membership shall be entitled to one vote on each matter submitted to a vote of members.

ARTICLE IV - MEETINGS

Meeting shall be held as provided in the Bylaws.

ARTICLE V - OFFICERS

- Section 1. The officers of this corporation shall consist of a President, a Vice President/President-Elect, an immediate Past President, a Secretary and a Treasurer.
- Section 2. The Vice President/President-Elect shall be elected and assume his/her duties as provided in the Bylaws.
- Section 3. The Secretary and the Treasurer shall be appointed by the Board of Directors to serve at the pleasure of the Board and both of said offices may be held by the same person.
- Section 4. The officers shall perform all of the duties usually pertaining to their respective offices.

U.S. DEPARTMENT OF THE INTERIOR

Section 5. The initial officers shall consist of President Nancy Kraft; Vice-President Ivan Hanthorn; Secretary Rebecca Stuhr-Rommereim; and Treasurer Jill Miller.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The business of this corporation shall be managed by the Board of Directors. The number of directors constituting the initial Board of Directors is eleven (11). The Directors shall be divided into three (3) classes: Class I, Class II, and Class III, as provided in the Bylaws. The Directors shall be divided as follows:

<u>Class I</u>	<u>Class II</u>	<u>Class III</u>
Ken Davenport	Marilee Monroe	Rebecca Stuhr-Rommereim
Jill Miller	Ricardo Sauro	Nancy Kraft
Beverly Lind	Ivan Hanthorn	Lanny Haldy
Nancy Lee	Gerald Peterson	

These Directors shall hold office as provided in the Bylaws. The addresses of the directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nancy Kraft	State Historical Society of Iowa 402 Iowa Avenue Iowa City, IA 52240
Ivan Hanthorn	Iowa State University 302 Parks Library Ames, IA 50011-2140
Rebecca Stuhr-Rommereim	Burling Library Grinnell College P.O. Box 805 Grinnell, IA 50112-0811
Jill Miller	Learning Resource Center Kirkwood Community College P.O. Box 2068 Cedar Rapids, IA 52406-2068
Marilee Monroe	Floyd County Recorder Court House 101 South Main Charles City, IA 50616

Ricardo Sauro	Tipton Public Library 206 Cedar Street Tipton, IA 52772-1753
Gerald Peterson	Special Collections Donald O Rod Library UNI Cedar Falls, IA 50613-3675
Ken Davenport	Northeastern Iowa Regional Library System 415 Commercial Street Waterloo, IA 50701
Beverly Lind	216 Hillcrest Road Waterloo, IA 50701
Nancy Lee	State Library of Iowa East Twelfth and Grand Des Moines, IA 50319
Lanny Haldy	Museum of Amana History P.O. Box 81 Amana, IA 52203

- Section 2. Meetings of the Board of Directors may be called at such time and place as provided by the Bylaws.
- Section 3. A majority of the Board of Directors shall constitute a quorum.
- Section 4. The Board of Directors shall fill all vacancies occurring on the Board in intervals between meetings of the corporation as provided in the Bylaws.

ARTICLE VII - COMMITTEES

All standing and special committees shall be appointed and approved as provided by the Bylaws.

ARTICLE VIII - DURATION

The corporation shall have perpetual duration.

ARTICLE IX - NON-LIABILITY

The officers, members of the Board of Directors, employees and members shall not be personally liable for the debts or obligations of this corporation.



ARTICLE X - DISSOLUTION

Upon dissolution of the corporation the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation to organizations affiliated with the corporation in such proportions as the Board of Directors shall determine, provided that such organizations shall at the time of such dissolution be qualified as exempt organizations which are not private foundations under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding future provisions). If no such organization is in existence or so qualifies at such time, then all of the assets of the corporation shall be distributed to one or more organizations selected by the Board of Directors which at the time qualify as exempt organizations which are not private foundations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding future provisions). Any 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 the purposes of the corporation, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for the purposes of the corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by a two-thirds vote of the membership present at an annual meeting or by a two-thirds majority of the ballots cast in a mail ballot. The proposed changes shall have been submitted in writing to the membership at least one (1) month before the vote.

ARTICLE XII - INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Nancy Kraft	State Historical Society of Iowa 402 Iowa Avenue Iowa City, IA 52240
Rebecca Stuhr-Rommerein	Burling Library Grinnell College P.O. Box 805 Grinnell, IA 50112-0811

ARTICLE XIII - CORPORATE EXISTENCE

The date on which the corporate existence shall begin is the date on which the Secretary of State issues the certificate of incorporation.

ARTICLE XIV - REGISTERED OFFICE AND AGENT

The registered office of this corporation is:

Iowa State Association of Counties
701 E. Court Avenue
Des Moines, IA 50309-4901

and the name of the registered agent at such address is David Vestal.

ARTICLE XV - ACTIVITIES

No part of the earnings of this corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that 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 of the corporation set forth in Article II above.

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

- a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding future provisions), or
- b) by a corporation, contributions to which a deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding future provisions).

IN WITNESS WHEREOF, the Articles of Incorporation are executed and acknowledged this

19 day of September, 1996.

Nancy Kraft
Nancy Kraft - President

Rebecca Stuhr-Rommereim
Rebecca Stuhr-Rommereim - Secretary

State of Iowa } SS
County of Johnson }

On this 19th day of September, 1996, before me, the undersigned, a notary public in and for said county in said state, personally appeared Nancy Kraft and Rebecca Stuhr-Rommereim, to me personally known, who, being duly sworn, did say that they are the president and secretary of said corporation executing the foregoing instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that said president and secretary as such officers acknowledged the execution of said instrument to be the voluntary act and deed of such corporation, by it and by them voluntarily executed.

Ken Davenport
Notary Public in and for the State of Iowa

