

55a
21

Johnson
ACCOUNTS

NOV 24 9 39 AM '87

ARTICLES OF INCORPORATION

OF

RECEIVED
SECRETARY OF STATE

MAILED

DEC 21 1987

IOWA FOUNDATION FOR PARKS AND RECREATION

The undersigned, acting as incorporators of a Corporation under the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, 1987, adopt the following Articles of Incorporation for such Corporation:

1. Name. The name of the Corporation is: IOWA FOUNDATION FOR PARKS AND RECREATION.

2. Duration. The duration of the Corporation shall be perpetual, commencing upon filing of its articles with the Secretary of the State of Iowa.

3. Registered Office, Registered Agent. The principal place of business of this Corporation shall be located at Iowa City, Johnson County, Iowa; the address of the Registered Office shall be E216 Fieldhouse, Iowa City, Iowa 52242, and the name of its Registered Agent at such address is BRUCE L. MAURER.

4. Exempt Status. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its Directors or Officers except to the extent permitted under the Iowa Nonprofit Corporation Act. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to

FILED NO. 7745
BOOK 490 PAGE 465

VOL 990 PAGE 405

83 JAN -4 AM 7:53

-1-

DRE022

JOHN H. HULL

SECRETARY

STATE OF IOWA

195

) influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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 the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

5. Purposes. The purposes for which the Corporation is to be formed are for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and in this connection, it is to be organized and operated exclusively for the benefit of and to carry out the purposes of the leisure movement in Iowa by (1) promoting and improving leisure opportunities and amenities in Iowa; (2) furthering the course of research and development in all areas of leisure in Iowa; (3) providing scholarships on a nondiscriminatory basis regardless of race, color, creed, religion, sex or national origin to unrelated worthy students enrolled in professional development programs in parks and recreation or related fields of study at post secondary institutions of higher learning

in Iowa; (4) facilitating the availability of technical assistance to leisure organizations in Iowa; and (5) promoting leisure awareness among the general public of Iowa. To accomplish these purposes, the Corporation shall be authorized to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as in the judgment of the Directors will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these ARTICLES OF INCORPORATION, the Bylaws of the Corporation, or any laws applicable thereto; and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or Officers except as permitted under the Iowa Nonprofit Corporation Act.

6. Membership and Board.

6.01 This Corporation shall be a membership Corporation and shall have no authority to issue capital stock.

6.02 The Board of Directors shall be composed of not less than nine (9) nor more than fifteen (15) members, and the

Board of Directors shall be the only members of this Corporation entitled to vote.

6.03 The term of office of each voting Director shall be as provided by the Bylaws of the Corporation.

6.04 The Board of Directors, by appropriate action or the Bylaws of this Corporation, may provide for various classes of "Associate Members" of the Corporation, which members shall not possess any voting privileges.

6.05 Vacancies in the membership of the Board of Directors shall be filled as provided by the Bylaws of the Corporation.

6.06 Each member of the Board of Directors shall be entitled to one (1) vote and must be present in person to exercise said vote.

7. Conduct of Business.

7.01 The affairs and business of the Corporation shall be managed and conducted by the Board of Directors.

7.02 The Board of Directors shall appoint a Financial Manager for the purpose of investing the assets of the Corporation pursuant to the authority of ARTICLE 5. The Financial Manager shall have such further duties as may be set forth in the Bylaws. Said Financial Manager shall be a bank or other professional investment management firm.

7.03 The Board of Directors shall at its annual meeting elect a President, a Vice President, a Secretary and a Treasurer,

who shall be members of the Board of Directors and shall hold office until the next succeeding annual meeting or until their successors are duly elected and qualified. The Corporation shall have such other officers, agents or employees as may be provided for in the Bylaws or as may be determined by the Board of Directors.

7.04 Any vacancies occurring in any office between annual meetings of the Board of Directors shall be filled by the Board of Directors or a duly constituted Executive Committee for the balance of the unexpired term.

7.05 The Board of Directors may by resolution or by provisions in the Bylaws delegate the management and conduct of the affairs of the Corporation to the officers of the Corporation or to a Committee of its members duly appointed by the Board.

7.06 All Directors shall serve without compensation as such but may be reimbursed for expenses actually incurred in connection with the affairs of the Corporation.

7.07 The officers of the Corporation shall serve without compensation as such unless reasonable compensation commensurate with the services rendered is otherwise provided by appropriate action of the Board of Directors.

7.08 Regular or special meetings of the Board of Directors may be called or held in such manner as the Board may determine or as may be provided by the Bylaws.

8. Annual Meeting. The annual meeting of the Board of Directors (constituting the sole membership entitled to vote) shall be held at such time and such place and with such notice thereof as may be specified in the Bylaws of the Corporation.

9. Bylaws. The Board of Directors of the Corporation may make and appoint Bylaws not inconsistent with these ARTICLES.

10. Non-Liability. Private property of the Directors, officers and members of the Corporation shall not be liable for or subject to any corporate indebtedness, and this ARTICLE shall not be amended except by unanimous consent of the voting members.

11. Indemnification. This Corporation shall indemnify any person who is or was a director, officer, employee, member or volunteer of this Corporation, or any such person who, while a director, officer, employee, member or volunteer of this Corporation, is serving or has served, at the request of this Corporation, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible, against expenses, including attorney's fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, member, or volunteer of this Corporation or as a director, officer, partner, trustee, employee, or agent of such other corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that the mandatory

indemnification required by this sentence shall not apply (i) to a breach of such person's duty or loyalty to this Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such person derived an improper personal benefit, or (iv) under Section 496A.44 of the Iowa Business Corporation Act. The foregoing right of indemnification shall also inure to the benefit of any such indemnified person's heirs, executors, personal representatives, and administrators.

12. Initial Board of Directors. The number of trustees constituting the initial Board of Directors of the Corporation is nine, and the names and addresses of the persons who are to serve as the initial Directors are:

	<u>Name</u>	<u>Address</u>
1.	Joe Herrity	Grimes State Office Building Des Moines, IA 50319
2.	Mark A. Jennings	3202 Friendship Iowa City, IA 52240
3.	Kathryn E. Krieg	912 45th Street Des Moines, IA 50312
4.	Chris Larson	3226 University Avenue Des Moines, IA 50311
5.	Daniel D. McLean	2000 Mt. Vernon Road S.E. Cedar Rapids, IA 52403
6.	Harry Ostrander	E216 Fieldhouse Iowa City, IA 52242
7.	Sonya Root	217 Fifth Street West Des Moines, IA 50265

8. Craig Willis 333 Magowan
Iowa City, IA 52240
9. Registered Agent E216 Fieldhouse
Bruce L. Maurer Iowa City, IA 52242

13. Execution of Instruments.

13.01 Deeds, mortgages, contracts, conveyances and other instruments creating, conveying, granting or releasing any interest in real estate and all other instruments or contracts having or requiring the acknowledgment of the Corporation shall be sufficiently executed if signed by the President or a Vice President and by the Secretary or some other officer.

13.02 The Bylaws or a special Resolution of the Board of Directors or the Executive Committee, if any, acting in its stead, may provide for some other method or methods of execution of any of the instruments referred to in this ARTICLE by any member or members of the Board of Directors.

13.03 All other instruments in writing, other than those specifically designated in this Section, may be executed by the President, Vice President, or the Secretary of the Corporation, or as may be otherwise provided in the Bylaws.

14. Dissolution. The Corporation may be dissolved at any annual or special meeting by an affirmative vote of three-fourths or more of all of the members of the Board of Directors. Upon the dissolution of the Corporation, the 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 exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the State of Iowa of the County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

15. Amendments. Any of the provisions of these ARTICLES OF INCORPORATION may be amended, altered or repealed at any regular or special meeting of the members entitled to vote called for that purpose on the affirmative vote of a majority of said members or as may be otherwise provided by law, and all rights conferred on members herein are granted subject to this reservation; provided, however, that no amendment to Section 10 shall be adopted except by the unanimous vote or written consent of all the voting members, and further provided that no such amendment shall be made to change the objects and purposes of this Corporation to include objects and purposes which would in any way

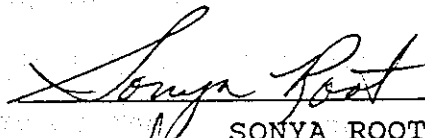
jeopardize the exempt status of this Corporation as a "public charitable corporation" as defined under the Internal Revenue Code then in effect or be inconsistent with the general objects and purposes herein expressed or which would permit the net income or assets of the Corporation or any part thereof to inure to the benefit of any individual having a personal or private interest in the activities of this Corporation.

16. Corporate Seal. There shall be no corporate seal.

17. Incorporators. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
1. Sonya Root	217 Fifth Street West Des Moines, IA 50265
2. Dean Myhr	225 Cedar St., P.O. Box 1435, Waterloo, IA 50204
3. Daniel D. McLean	2000 Mt. Vernon Road S.E. Cedar Rapids, IA 52403

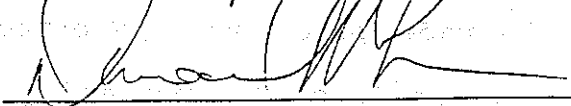
Dated at West Des Moines, Iowa, this 3rd day of November, 1987.



SONYA ROOT



DEAN MYHR



DANIEL D. MCLEAN
Incorporators

jeopardize the exempt status of this Corporation as a "public charitable corporation" as defined under the Internal Revenue Code then in effect or be inconsistent with the general objects and purposes herein expressed or which would permit the net income or assets of the Corporation or any part thereof to inure to the benefit of any individual having a personal or private interest in the activities of this Corporation.

16. Corporate Seal. There shall be no corporate seal.

17. Incorporators. The name and address of each incorporator is:

	<u>Name</u>	<u>Address</u>
1.	Sonya Root	217 Fifth Street West Des Moines, IA 50265
2.	Dean Myhr	225 Cedar St., P.O. Box 1435, Waterloo, IA 50204
3.	Daniel D. McLean	2000 Mt. Vernon Road S.E. Cedar Rapids, IA 52403

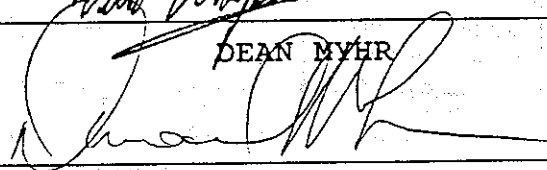
Dated at West Des Moines, Iowa, this 3rd day of November, 1987.



SONYA ROOT



DEAN MYHR

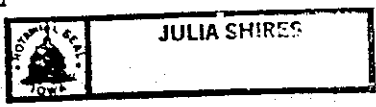


DANIEL D. MCLEAN
Incorporators

VOL 990 PAGE 474

STATE OF IOWA)
) ss:
COUNTY OF Polk)
) LINN)

On this 3rd day of November, 1987, before me, the undersigned, a Notary Public in and for said County in said State, personally appeared SONYA ROOT, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that she executed the same as her voluntary act and deed.

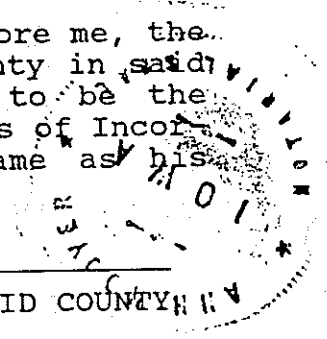


Julia Shires
NOTARY PUBLIC IN AND FOR SAID COUNTY

STATE OF IOWA)
) ss:
COUNTY OF Polk)
) LINN)

On this 9 day of November 1987, before me, the undersigned, a Notary Public in and for the said County in said State, personally appeared DEAN MYHR, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

Ann Loomis
NOTARY PUBLIC IN AND FOR SAID COUNTY



STATE OF IOWA)
) ss:
COUNTY OF LINN)

NOTARIAL SEAL

On this 18th day of November, 1987, before me, the undersigned, a Notary Public in and for the said County in said State, personally appeared DANIEL D. McLEAN, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.



Kathleen Greene
NOTARY PUBLIC IN AND FOR SAID COUNTY

OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

Instrument recorded in Book _____ Page November 24 1987

Leep Cert No 084665 Receipt No _____

Simmons Law Firm, 1200 Merchants National Bank Bldg.

20.00 Recording Fee _____ Secretary of State Cedar Rapids, Ia. 52402