

ARTICLES OF INCORPORATION  
OF  
IOWA HISTORIC PRESERVATION ALLIANCE

To the Secretary of State of the State of Iowa:

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act under Chapter 504A, Code of Iowa 1990, adopt the following Articles of Incorporation for such corporation:

ARTICLE I  
Name

The name of the corporation is Iowa Historic Preservation Alliance.

ARTICLE II  
Purposes

The corporation is organized exclusively for charitable, literary, educational and scientific purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Code). The corporation is not organized for pecuniary profit.

The specific purposes for which the corporation is organized are:

- a. To support, broaden and strengthen the statewide constituency for historic preservation in Iowa;
- b. To educate public and private policymakers who affect historic preservation issues at the national, state and local levels;
- c. To develop and implement strategies for insuring the preservation of individual and collective sites and structures of cultural significance to Iowa;
- d. To work in partnership with national, state and local agencies and organizations whose activities impact historic resources.

ARTICLE III  
Registered Office and Agent

The address of the initial registered office in the State of Iowa is 730 N. Van Buren St., City of Iowa City, County of Johnson, and its initial registered agent at such address is Steve van der Woude.

ARTICLE IV  
Members

The membership of this corporation shall consist of the incorporators, the initial Board of Directors, and such individuals and organizations who pay a membership fee at such times and in such amounts as are specified in the Bylaws. The Board of Directors may waive the fee requirement for any individual or organization.

ARTICLE V  
Board of Directors and Officers

Section 1. The number of directors constituting the initial Board of Directors of the corporation is six (6) and the names and addresses of the persons to serve as initial directors are:

Martha A. Hayes  
400 W. Clay  
Mt. Pleasant, IA 52641

James Jacobsen  
4215 NW Drive  
Des Moines, IA 50310

Jan R. Nash  
906 S. Lucas St.  
Iowa City, IA 52240

Marlys A. Svendsen  
215 Main St., St.901  
Davenport, IA 52801

Steve van der Woude  
730 N. Van Buren St.  
Iowa City, IA 52245

Thomas C. Walsh  
R.R.5 Box 362  
West Branch, IA 52358

Section 2. The Board of Directors shall consist of individuals who shall also be members of the corporation, and who shall be elected by the membership of the corporation for a term of office specified in the Bylaws.

Section 3. The Board of Directors shall have control over and manage the real and personal property of the corporation and its financial and business affairs.

The Board shall have the right and power to employ such staff as it may deem necessary.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, Board of Directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to 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 1954 (or the corresponding provision of any subsequent 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 1954 (or the corresponding provision).

Section 4. Officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be deemed necessary and specified in the Bylaws.

#### ARTICLE VI Date of Corporation

The date on which the corporate existence shall begin is June 1, 1991.

#### ARTICLE VII Meetings

The regular meeting of the members of the corporation shall take place annually at such time and place as is stated in the Bylaws. Special meetings may be called by the President or the Board of Directors. Written notice any meeting, stating the date, time, location and, in the case of special meetings, purpose, shall be given not less than ten (10) days in advance of the meeting by depositing it in the United States mail, postage prepaid, addressed according to the membership records of the corporation.

#### ARTICLE VIII Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United State Internal Revenue Code), as the Board of Directors shall determine. Any such 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 such purposes or to such organizations as said court shall determine are organized exclusively for that purpose.

#### ARTICLE IX Exemption from Personal Liability

The private property of all members of this corporation

shall be exempt from any and all liability from the acts of the corporation or for its debts and obligations.

ARTICLE X  
Incorporators

The name and address of each incorporator is:

Marlys A. Svendsen  
215 Main St., St. 901  
Davenport, IA 52801

Steve van der Woude  
730 N. Van Buren St.  
Iowa City, IA 52245

Thomas C. Walsh  
R.R. 5, Box 362  
West Branch, IA 52358

ARTICLE XI  
Amendments

These Articles of Incorporation may be amended at any regular meeting, or special meeting of the corporation called for such purpose, by the affirmative vote of two-thirds of the members who are present, upon notice stating the proposed change.

Dated May 22, 1991.

Marlys A. Svendsen  
Marlys A. Svendsen INCORPORATOR

STATE OF IOWA ) ss  
COUNTY OF Scott )

On this 22nd day of May, 1991, before me, the undersigned, a notary public in and for said county in said State, personally appeared Marlys A. Svendsen, known to me 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.

Patricia M. Gennis  
Notary Public in and for:  
Commission Expires 6/29/92

Dated 5/24, 19, 91.

Steve van der Woude  
Steve van der Woude INCORPORATOR

STATE OF IOWA ) ss  
COUNTY OF Johnson )

On this 24th day of May, 1991, before me, the undersigned, a notary public in and for said county in said State, personally appeared Steve van der Woude known to me 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.

Margie Thorsen  
Notary Public in and for:

Dated 5/24, 19, 91.

Thomas C. Walsh  
Thomas C. Walsh INCORPORATOR

STATE OF IOWA ) ss  
COUNTY OF Johnson )

On this 24th day of May, 1991, before me, the undersigned, a notary public in and for said county in said State, personally appeared Thomas C. Walsh known to me 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.

Margie Thorsen  
Notary Public in and for: