1465600
Delaware

1116901343B.GE001 72448ARTI SOS $20.00

ARTICLES OF INCORPORATION

OF

EDGEWOOD COMMUNITY CHILDCARE AND LEARNING CENTER

TO: THE SECRETARY OF STATE OF THE STATE OF IOWA

We, the undersigned, acting as incorporators of a corporation under the Iowa Non-Profit Corporation Act, Chapter 504A of the Code of Iowa 1989, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the Corporation shall be:

EDGEWOOD COMMUNITY CHILDCARE AND LEARNING CENTER

ARTICLE II

EXEMPT STATUS

The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in and around the Edgewood, Iowa area and 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 Non-Profit Corporation Act. 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. Not withstanding any other provision of this certificate, 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 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

00625

FILE No. 59-1334
RECORDING FEE $ 20.00
TRANSFER FEE $

FILED FOR RECORD THE 7 DAY OF December, 1990 AT 11:14 O'CLOCK A. M. BOOK 8 PAGE 72

STATE OF IOWA, DELAWARE COUNTY
Joan Sheppard, Recorder
Art. of Inc.

ARTICLE III

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 1954 and more specifically, to care for and assist in the maintenance, support and education of children whose parents or guardians are forced to work for a living, by providing for such children shelter, care, food and social, intellectual, emotional and physical skill development while their parents or guardians are employed in their places of business. The Corporation shall have any power to do any act or thing incidental to or connected with the foregoing purposes or in advancement thereof and in furtherance of its corporate purposes the Corporation shall have all of the general powers enumerated in the Iowa Non-profit Corporation Act.

ARTICLE IV

PRINCIPAL OFFICE

The Corporation's principal office shall be in the City of Edgewood, Iowa and may be either in Delaware County or Clayton County, Iowa.

ARTICLE V

MEMBERSHIP

The Corporation shall have members, as provided in the Bylaws.

ARTICLE VI

INCORPORATORS

Name and place of residence of each of the incorporators are as follows:

Roger Lake	Edgewood, Iowa
Elaine Funke	Edgewood, Iowa
Chris Smith	Edgewood, Iowa
Aggie Putz	Edgewood, Iowa
Michael Jackson	Edgewood, Iowa
Mary Fischer	Edgewood, Iowa
Rhonda Kendrick	Edgewood, Iowa

196826

ARTICLE VII

DIRECTORS

The Board of Directors shall consist of not less than five and not more than 15 members. The names and addresses of those persons who are to act as Directors until the election of their successors are:

Roger Lake	Edgewood, Iowa
Elaine Funke	Edgewood, Iowa
Chris Smith	Edgewood, Iowa
Aggie Putz	Edgewood, Iowa
Michael Jackson	Edgewood, Iowa
Mary Fischer	Edgewood, Iowa
Rhonda Kendrick	Edgewood, Iowa

ARTICLE VIII

REGISTERED AGENT

The address of the initial registered office of the Corporation shall be 303 Webster, Edgewood, Iowa 52042, and the registered agent for the Corporation shall be Michael Jackson.

ARTICLE IX

DISTRIBUTION ON DISSOLUTION

In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses therefore, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE X

INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of October, 1990, at Edgewood, Delaware County, Iowa.

Roger Lake

Elaine Funke

Chris Smith

Aggie Putz

Michael Jackson

Mary Fischer

Rhonda Kendrick

STATE OF IOWA)
) ss:
COUNTY OF DELAWARE)

On this 15th day of October, 1990, before me personally appeared Roger Lake, Chris Smith, Michael Jackson, Rhonda Kendrick, Aggie Putz, Mary Fischer, Elaine Funke,

to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

ELAINE M. FUNKE
7-25-93

NOTARY PUBLIC IN AND FOR THE STATE OF IOWA

FILED in the Office of the Secretary of State of Iowa
By: Hanson & Wenger, Cetti & William Wenger, 401 E. Main, Manchester, IA 52057 (NOV 16 1990)
Cert. No. C1164395 ELAINE BAKER, Secretary of State

10328