

FILED NO. **1843**
BOOK **37** PAGE **640**

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MISC. REC. 37

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Madison

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MARY E. WELTY **Co.**
RECORDER
MADISON COUNTY, IOWA
Fee \$20.00

ARTICLES OF INCORPORATION
OF
WINTERHAVEN, INC.

RECEIVED
FEB 19 11 28 AM '87
RECEIVED
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, have formed a body corporate under the laws of the State of Iowa, and to that end have adopted the following Articles of Incorporation, under Chapter 504A of the Code of Iowa.

ARTICLE I

The name of the corporation is WINTERHAVEN, INC.

ARTICLE II

The purposes for which the corporation is organized are as follows:

A. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

B. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, 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. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

D. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

E. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

F. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

G. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE III

The address of the initial registered office in the State of Iowa is 209 E. Madison, Winterset, Iowa 50273, and the name of the initial registered agent at such address is Herbert T. Reed.

ARTICLE IV

The number of directors of the initial board of directors is four (4), and the names and addresses of the persons who are to serve as initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Herbert T. Reed	Rural Route 4 Winterset, Iowa 50273
Robert D. Roby	1239 W. Washington Winterset, Iowa 50273
John B. Reed	1152 W. Washington Winterset, Iowa 50273
Joel K. Sears	2140 Taylor Drive Iowa City, Iowa 52240

ARTICLE V

The members of the corporation shall be those persons who are approved as members by the board of directors.

ARTICLE VI

The corporation shall have perpetual duration.

ARTICLE VII

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions 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, religious 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 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the board of directors shall determine. Any of 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 organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

These articles may be amended by a majority vote of a quorum of the board of directors at a regular meeting of the board of directors. A majority of the number of directors shall constitute a quorum.

ARTICLE IX

The name and address of the incorporator of this corporation is Herbert T. Reed, R.R. 4, Winterset, Iowa 50273.

IN WITNESS WHEREOF, I have signed and executed these Articles of Incorporation by the terms of which I agree to be bound, this 12 day of Feb, 1987.

Herbert T. Reed
Herbert T. Reed

STATE OF IOWA :
 : ss
COUNTY OF MADISON :

Now on this 12 day of Feb, 1987, before me, a Notary Public in and for the State of Iowa, personally appeared Herbert T. Reed, to me

personally known, who by me being duly sworn, did say that he is the person described in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my Notarial Seal the day and year last-above stated.

Jerrold B. Oliver
Notary Public in and for the State of Iowa



OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

This instrument recorded in Book _____ Page FEB 19 1987

Expires DEP Cert No C064187 Receipt No _____

Filed by Jerrold B. Oliver atty Farmers + Merchants State Bank Bldg.

Term Fee 2000 Recording Fee Elaine Bates Secretary of State

RECORDED BY _____

INDEXED BY _____

Merchants State
Bank Bldg.
P.O. Box 230
Winterset
Ia 50273-0230