

Madison  
#112974

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BOOK 37 PAGE 683

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Compared

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

ARTICLES OF INCORPORATION  
OF  
PIECE OF THE ACTION  
UNDER IOWA CODE CHAPTER 504A

1981 JAN -7 PM 1:05  
RECEIVED STATE  
SECRETARY OF STATE

TO: IOWA SECRETARY OF STATE

We, the undersigned incorporators, on behalf of the Piece Of The Action, do hereby state its Articles of Incorporation pursuant to Iowa Code Section 504A.29 as follows:

ARTICLE I

The name of this corporation is Piece Of The Action.

ARTICLE II

The address of its initial registered office in the State of Iowa is <sup>St. Charles</sup> St. Charles, Madison County, Iowa 50240, and the name of its registered agent at such address is John Walker.

ARTICLE III

This corporation is organized not for profit under the provisions of Iowa Code Chapter 504A and for that purpose to promote the interests of the youth in St. Charles and surrounding communities and rural areas by sponsoring activities to include recreational facilities and services to the youth. The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law including the Internal Revenue Code of 1986.

ARTICLE IV

The number of directors shall be prescribed in the bylaws, but shall not be less than three (3). The initial Board of Directors shall consist of five (5) persons who shall serve as directors from the date of incorporation until a Board of Directors is elected by the members at the next annual meeting of the corporation. The names and addresses of the persons who are to serve as initial Directors are:

| <u>Name</u>     | <u>Address</u>                      |
|-----------------|-------------------------------------|
| Don Walker      | St. Charles, Iowa 50240             |
| Bill Brown      | Truro, Iowa 50257                   |
| Charles Goering | R.R. 1, Box 22<br>Truro, Iowa 50257 |
| Tom Bain        | St. Charles, Iowa 50240             |
| Cliff Roberts   | R.R. 1, Truro, Iowa 50257           |

## ARTICLE V

This corporation shall have no seal.

## ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

The corporation shall not have or issue shares of stock and shall not pay dividends. The initial bylaws of the corporation shall be adopted by the Directors and thereafter shall be amended by the members of the corporation or as otherwise provided by the bylaws.

## ARTICLE VII

The corporation may have members as provided by the bylaws.

## ARTICLE VIII

The corporation shall be a qualifying tax exempt organization under the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law including the Internal Revenue Code of 1986 and a qualifying organization under Iowa Code Chapter 504B. 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 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.

## ARTICLE IX

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.

ARTICLE X

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 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 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 XI

The duration of the existence of this corporation shall be perpetual.

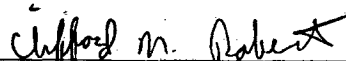
ARTICLE XII

The name and address of each incorporator is:

John Walker, R. R. 1, St. Charles, Iowa 50240  
Cliff Roberts, R. R. 1, Truro, Iowa 50257

IN WITNESS WHEREOF, the undersigned have subscribed our names on this 6<sup>th</sup> day of January, 1987.

  
\_\_\_\_\_  
John Walker, Incorporator

  
\_\_\_\_\_  
Cliff Roberts, Incorporator

STATE OF IOWA )  
                  ) SS  
MADISON COUNTY )

On this 6<sup>th</sup> day of January, A.D. 1987, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared John Walker and Cliff Roberts, to me personally known, who, being by me duly sworn, did say that they are the incorporators of said corporation executing the within and foregoing instrument to which this is attached and that the said John Walker and Cliff Roberts acknowledged the execution of said instrument to be their voluntary act and deed by them voluntarily executed.

*Jolene K. DeCarlo*

Notary Public in and for  
said County



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| OFFICE OF THE SECRETARY OF STATE<br>DES MOINES, IOWA |   |
| This instrument recorded in Book _____               | Page - <u>January 7</u> 19 <u>87</u>                          |
| Expires <u>Perpetual</u>                             | Cert. No. <u>C062139</u> Receipt No. _____                    |
| Filed by <u>John Walker Rt #1</u>                    | <u>St Charles, Ia. 50240</u>                                  |
| Filing Fee <u>20.00</u>                              | Recording Fee _____<br><i>Janis Baxter</i> Secretary of State |