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ARTICLES OF INCORPORATION  
OF  
GEORGE WASHINGTON CARVER MEMORIAL ASSOCIATION

RECEIVED  
SECRETARY OF STATE

TO: THE SECRETARY OF STATE OF THE STATE OF IOWA

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

ARTICLE I

The name of the corporation is "George Washington Carver Memorial Association", and it is incorporated under the Iowa Nonprofit Corporation Act, Chapter 504A of the 1987 Code of Iowa.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates 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 Not-for-Profit Corporation Law. 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 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 (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 (or the corresponding provision of any future United States Internal Revenue Law).

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MARY E. WELTY  
RECORDER  
MADISON COUNTY, IOWA

Fee \$15.00

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REC. \_\_\_\_\_  
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#### ARTICLE IV

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 (or the corresponding provisions of any future United States Internal Revenue Law).

B. As a specific purpose, to aid the creation, establishment and maintenance of a memorial park in honor of George Washington Carver, a former resident of the City of Winterset, Madison County, Iowa.

#### ARTICLE V

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, and 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 (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 State of Iowa in and for Madison County, the county in which the principal office of the corporation is located exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VI

The corporation's initial registered agent shall be C. E. Johnson. The address of its initial registered office is 115 W. Jefferson, Winterset, Iowa 50273.

