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MICHELLE UTSLER
RECORDER
MADISON COUNTY, IOWA

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COMPUTER ✓
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COMPARED ✓

ARTICLES OF INCORPORATION
OF
MADISON COUNTY COVERED BRIDGE PRESERVATION ASSOCIATION, INC.

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, Chapter 504A of the 1993 Code of Iowa, hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is "Madison County Covered Bridge Preservation Association, Inc.", and it is being incorporated under Chapter 504A of the 1993 Code of Iowa.

ARTICLE II.

DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE III.

POWERS AND PURPOSES

Madison County, Iowa, has six covered bridges which were constructed in the 1800's. These covered bridges are all on The National Register of Historic Places. Their names are "Imes", "Holliwell", "Roseman", "Cutler-Donahue", "Hogback" and "Cedar". They are all located on public land, owned either by Madison County, or municipalities located in Madison County. The bridges are constantly in need of maintenance, preservation and repair work to keep them in a condition where they can be seen and their historical significance appreciated by the thousands of visitors inside the county and from around the country who visit them each year in connection with the Madison County Covered Bridge Festival, which has been held annually since 1970, and otherwise. Madison County and the municipalities in which the bridges are located lack the spare funds with which to properly repair, maintain and preserve these six covered bridges.

The sole purpose of this corporation is to promote the repair, maintenance and preservation of Madison County's six covered bridges through raising funds and otherwise working with Madison County and the municipalities in which the bridges are located to promote their repair, maintenance and preservation. In doing so, the corporation will also promote and foster public knowledge and interest in the bridges and their history.

The purposes for which the corporation is to be formed are scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The corporation shall not have the power to do anything that would disqualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE IV.

EARNINGS

The corporation is so constituted as to attract substantial support from contributions within and without Madison County. However, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding article. 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. The corporation also shall not carry on any activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future Internal Revenue law, and which qualifies as not being a private foundation under Section 509(a)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future Internal Revenue law.

ARTICLE V.

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, by donating them to Madison County, Iowa, for use in covered bridge repair, maintenance and preservation, or otherwise using them for covered bridge repair, maintenance and preservation in Madison County, Iowa, in a manner that is consistent with the exempt purposes of the corporation under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law. 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, Iowa, exclusively for the purposes for which this organization was organized and operated.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The corporation's registered agent is Max Newbury. The registered office at which the registered agent can be reached is Madison County Courthouse, P.O. Box 152, Winterset, Iowa 50273. This registered office is in Madison County, Iowa.

ARTICLE VII.

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is five. As long as the corporation has five directors, one of the five directors must be a member of the Madison County Board of Supervisors, one must be the Madison County Engineer who is an employee of Madison County, and one must be the Mayor of the City of Winterset, Iowa, located in Madison County, Iowa. In the event that the number of board members of the corporation is increased or decreased in the future, a simple majority of such board members shall always be members of the Madison County, Iowa, Board of Supervisors, employees of Madison County, Iowa, the Mayor of Winterset, Iowa, or city council members of the City of Winterset, Iowa. The other two members of the initial board of five directors shall be the President of the Madison County Historical Society, Inc. and the Chairman of the Madison County Covered Bridge Festival Committee. The names and addresses of the individuals who are to serve as the initial directors of the corporation are:

Max Newbury, Madison County Supervisor
Madison County Courthouse
P. O. Box 152
Winterset IA 50273

J. Brian Morrissey, Madison County Engineer
Madison County Courthouse
P O Box 152
Winterset IA 50273

Jerry Schwertfeger, Mayor of the City of Winterset, Iowa
Winterset City Hall
101 East Jefferson
Winterset IA 50273

Carol Bass, President of the Madison County Historical Society, Inc.
R R. 3, Box 33
Winterset IA 50273

Terry L. Kuhns, Chairman of the Madison County Covered Bridge Festival Committee
123 West Jefferson Street
Winterset IA 50273

ARTICLE VIII.

CORPORATE EXISTENCE.

The date on which the corporate existence shall begin is January 1, 1994.

ARTICLE IX.

INCORPORATORS.

The name and address of each incorporator is:

Max Newbury, Madison County Supervisor
Madison County Courthouse
P. O. Box 152
Winterset IA 50273

J. Brian Morrissey, Madison County Engineer
Madison County Courthouse
P O Box 152
Winterset IA 50273

Jerry Schwertfeger, Mayor of the City of Winterset, Iowa, effective January, 1994.
Winterset City Hall
101 East Jefferson
Winterset IA 50273

Carol Bass, President of the Madison County Historical Society, Inc.
R R. 3, Box 33
Winterset IA 50273

Terry L. Kuhns, Chairman of the Madison County Covered Bridge Festival Committee
123 West Jefferson Street
Winterset IA 50273

ARTICLE X.

MEMBERS.

The members of the corporation shall be individuals who support the purposes of the corporation. Specific requirements for membership shall be set forth in the corporation's By-laws.

ARTICLE XI.

OFFICERS.

The business of the corporation shall be managed, controlled and directed by the Board of Directors, and by such other officers as the Board of Directors may elect. These offices shall be specifically prescribed in the By-laws.

ARTICLE XII.

BY-LAWS.

The corporation shall have By-laws which must be adopted, and can be amended, by a majority of the members of the Board of Directors.

ARTICLE XIII.

CORPORATE SEAL

The corporation shall have no corporate seal.

Dated: ~~November~~ December 14, 1993.

Max Newbury

J. Brian Morrissey

Jerry Schwertfeger

Carol Bass

Terry L. Kuhns

STATE OF IOWA)
ss
MADISON COUNTY)

On this 14 day of ~~November~~ December, 1993, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Max Newbury, J. Brian Morrissey, Jerry Schwertfeger, Carol Bass and Terry L. Kuhns, 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 acts and deeds.

Notary Public in and for the State of Iowa.

STATE OF IOWA
SECRETARY OF STATE

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