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Madison

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ARTICLES OF INCORPORATION
OF
MADISON COUNTY HEALTH TRUST, INC.

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 MADISON COUNTY HEALTH TRUST, 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 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 shall be entitled to share in the distribution of any of the corporate assets on dissolution of

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STATE OF IOWA, ss. Inst. No. 2445 Filed for Record this 30 day of May 19 91 at 8:30 AM
MADISON COUNTY, Book 40 Page 283 Recording Fee \$25.00 Michelle Utsler, Recorder, By Betty M. Nublo Deputy

COMPARED

~~CONFIDENTIAL~~

the corporation. 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 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 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.

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.

I. The specific purpose of the corporation shall be to support medical and health care for persons within Madison County, Iowa.

ARTICLE III.

The address of the initial registered office in the State of Iowa is 300 Hutchings, Winterset, Iowa 50273, and the name of the initial registered agent at such address is Robert M. Young.

ARTICLE IV.

The number of directors of the initial board of directors is nine (9), and the names and addresses of the persons who are to serve as initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jeannie Utsler	604 West Washington Street Winterset, IA 50273
Molly Clark	302 West Court Ave. Winterset, IA 50273
JoAnn Nichols	102 E. South Winterset, IA 50273
Richard L. Cooper	1405 W. Washington St. Winterset, IA 50273
Robert D. Bass	R.R. 1, Box 303 Winterset, IA 50273

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Sally Darling	309 Hutchings Winterset, IA 50273
Robert F. Baur	R.R. 1 Van Meter, IA 50261
Clifford Scholten	310 West Washington Winterset, IA 50273
Robert M. Young	422 West Jefferson Winterset, IA 50273

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 as follows: Robert M. Young, 422 W. Jefferson, Winterset, IA 50273.

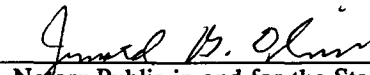
IN WITNESS WHEREOF, I have signed and executed these Articles of Incorporation by the terms of which we agree to be bound, this 13 day of May, 1991.


Robert M. Young

STATE OF IOWA :
:ss
MADISON COUNTY:

On this 13 day of May, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert M. Young, to me personally known to be the identical person named in and who executed the foregoing instrument, and acknowledged that he executed the same as his voluntary act and deed.




Notary Public in and for the State of Iowa

FILED in the Office of the Secretary of State of Iowa
By: Jordan Law Firm Attn: Jerrold Oliver
(MAY 15, 1991) P.O. Box 230
Cert. No. C176188 ELAINE BAXTER, Secretary of State

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Jerrold OLIVER
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