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ARTICLES OF INCORPORATION

OF

ALL AMERICAN LEGION POST 158, INC.

The undersigned, acting as incorporator of a corporation, under the Iowa Nonprofit Corporation Act under Chapter 504A, Code of Iowa, 1991, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be:

ALL AMERICAN LEGION POST 158, INC.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office in the State of Iowa is:

115 E. First Street, P.O. Box 370
Earlham, Madison County, IA 50072

The name of the initial registered agent of the corporation at such address is:

Samuel H. Braland.

ARTICLE III

PLACE OF BUSINESS

The principal place of business of this corporation shall be in the City of Earlham, Madison County, Iowa.

ARTICLE IV

COMMENCEMENT AND DURATION

The existence of this corporation shall commence on the date the Iowa Secretary Of State issues a Certification of Incorporation for this corporation, and thereafter the corporation's duration shall be perpetual.

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MICHELLE UTSLER
RECORDER
MADISON COUNTY, IOWA

COMPARED

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ARTICLE V

OBJECT AND PURPOSES

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The corporation is not organized for pecuniary profit.

ARTICLE VI

BOARD OF DIRECTORS

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

Name	Address
Wilbur G. Russell	3449 Jewell Lane Earlham, IA 50072
Max Arnburg	R. R. 1, Box 180 Earlham, IA 50072
Ron Myers	420 N.E. Cedar Earlham, IA 50072
Earl Anker	425 N.W. Second Street Earlham, IA 50072

ARTICLE VII

OFFICERS

The officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer. The officers shall be members of the corporation and shall also be members of the Board of Directors of the corporation.

ARTICLE VIII

POWERS OF THE CORPORATION

This corporation shall have all the powers provided by law necessary for or incidental to the convenient and effective transaction of the business and the carrying out of the pur-

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poses and objects of which this corporation has been organized.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherence of the purposes set forth in these Articles. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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 (or the corresponding provision of any subsequent 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).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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 charitible, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any subsequent United States Internal Revenue Code), 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 organizations as said Court shall determine are organized exclusively for that purpose.

ARTICLE IX

EXEMPTION OF PRIVATE PROPERTY

The members of this corporation and their property shall be exempt from debts or obligations of the corporation.

ARTICLE X

This corporation shall have no corporate seal.

ARTICLE XI

INCORPORATOR

The name and address of each incorporator is:

Name	Address
Wilbur G. Russell	3449 Jewell Lane Earlham, IA 50072

ARTICLE XII

CONVEYANCES OF REAL ESTATE

All purchases, conveyances, leases, and mortgages of real estate shall be authorized by the Board of Directors, and the contracts or instruments for such purposes shall be signed by the President and countersigned by the Secretary.

Dated April 18th, 1991.

Wilbur G. Russell
Incorporator

STATE OF IOWA :
: SS
MADISON COUNTY :

On this 18th day of April, 1991, before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Wilbur G. Russell to me known to be the identical person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

Notary Public in and for the State of Iowa.

SAMUEL H. BRALAND (SEAL) NOTARIAL SEAL

FILED in the Office of the Secretary of State of Iowa
By: Peer Law Firm, Attn: Samuel Braland, 115 E. 1st St, Box 370, Earlham, Ia. 50072 (April 19, 1991)
Cert. No. C114914 ELAINE BAXTER, Secretary of State

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